



嘉利國際控股有限公司  
Karrie International Holdings Limited

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

股份代號 stock code : 1050

建願景·創新天

*Vision Leads New Sky*

ANNUAL REPORT 2009/10 年報



## 腳踏衣車的自述

我是蝴蝶牌衣車，一九八七年嘉利雁田廠房開始運作以來，一直留守車衣房，與我的親密戰友“林姨”緊密合作，二十多年以來為工友們縫紉無數工衣制服。我出廠時原本是一部機械式的腳踏衣車，公司由最初的小規模逐漸發展至數千人的企業，腳踏車生產力有限，加上在九十年代電動衣車開始盛行，我原本以為自己會被淘汰，但我並無氣餒，仍然堅守服務的使命，“用心”縫好每件工衣。

一九九三年，公司為我加裝電動摩打，改裝成電動衣車後繼續服務至今，目前主要為新工人制服縫上公司商標。期間不斷裝備自己，得到林姨悉心保養，性能絕對不比其它新購電動衣車差。二零一零年初(農曆年前1-2個月)，工人提早回家，公司面對歷年來最嚴重的勞工短缺荒，管理層竭盡所能，思量各種方案解決問題，全廠各部發動後勤人員支援生產，行政人員分散各地協助人力資源部招工，公司老闆何生撥資買房車供員工抽獎以吸引工人加入，幸好經過公司上下努力，公司二零一零年三月招聘員工超過2,000人，錄得集團成立以來單月招聘人數最高記錄，我這部傳統衣車，竟在服務二十年後，破了我單月最多的縫衣數量。為了保證新工人在最短時間內上崗，確保生產，職工們日以繼夜為員工處理後勤及培訓，我及車衣房的成員，日夜不停為工衣縫上公司商標，將工人上崗週期加快，確保產品及時付運給客戶。

嘉利人從來堅毅不拔，面對逆境永遠自強，擁抱我們“主動.服務.承諾”的企業精神，每個崗位不斷求變增值，發揮最大潛能，定能“建願景.創新天”。

## The Narrative of a Treadle Sewing Machine

I am a Butterfly sewing machine. Since our Yantian factory commenced operation in 1987, I have served in the sewing workshop to work with Aunt Lin, one of my close workmates. Over the past two decades, I have produced a great number of uniforms for our workers. I made my debut as a mechanical treadle sewing machine in a factory. Over the years, the Company has grown from an early small workshop into a big enterprise with thousands of employees. Due to the relatively low productivity of a mechanical treadle sewing machine, coupled with the dominance of electric sewing machines in 1990s, I once thought to myself that I would be phased out one day. However, rather than feeling depressed, I have made my best effort to have each piece of work completed perfectly in adherence to the mission of providing good services.

In 1993, I was upgraded by the Company into an electric sewing machine with an electric motor, such that I have been able to work till now. Currently, my major role is to sew a company logo on each new uniform. With continuous technical improvement as well as the careful maintenance by Aunt Lin, my performance is indeed not a bit less efficient than any newly bought electric sewing machine. In early 2010 (one to two months before the Chinese New Year), the Company encountered the most serious labour shortage due to a considerable number of workers going home for the Lunar New Year. The management responded quickly to come up with various solutions to tackle the problem. All our supporting staff across the factory were mobilized to help in production, while administrative personnel were sent to various places to assist in the recruitment work for the Human Resources Department. Mr. Ho, the Chairman of our Company, even bought a sedan as the prize of a lucky draw to attract new workers. With our concerted efforts, the Company eventually recruited over 2,000 workers in March 2010, the highest single-month recruitment record since the establishment of our group. I, as a traditional sewing machine serving more than two decades, also set a new record in the number of uniforms produced in a single month. In order to enable our new employees to start work in the shortest possible time and ensure a smooth production, our people worked around the clock to proceed with supporting work and trainings of new employees. I, together with my workmates in the sewing workshop, also worked hard to sew the company logo on our uniforms which in turn shortened the time for our new employees to get prepared for work, thereby ensuring the timely delivery of products to our customers.

Karrie people are always persevering and emerging stronger in face of adversities. In adherence to our corporate motto of “Proactive, Services, Commitment”, we are all keeping our efforts to make us more valuable and bring our potential into full play, and have every confidence to realize our vision to “Vision Leads New Sky”.

# Contents

## 目錄

<b>2</b>	<b>Corporate Information</b> 公司資料
<b>4</b>	<b>Key Information for Shareholders</b> 股東主要資料
<b>8</b>	<b>Corporate Calendar</b> 企業大事日誌
<b>9</b>	<b>Financial Highlights</b> 財務概要
<b>13</b>	<b>Chairman’s Statement</b> 主席報告
<b>47</b>	<b>Sustainability Report</b> 可持續發展報告書
<b>72</b>	<b>Corporate Governance Report</b> 企業管治報告書
<b>85</b>	<b>Senior Management Profile</b> 高級管理人員之個人資料
<b>90</b>	<b>Report of the Directors</b> 董事會報告
<b>112</b>	<b>Financial Section</b> 財務專欄
<b>113</b>	<b>Independent Auditor’s Report and Financial Statements</b> 獨立核數師報告及財務報表
<b>191</b>	<b>Ten-Year Financial Summary</b> 十年財務摘要

## Corporate Information 公司資料

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor  
Southeast Industrial Building  
611-619 Castle Peak Road  
Tsuen Wan  
New Territories  
Hong Kong

### WEB SITE

<http://www.karrie.com.hk>

### DIRECTORS

#### Executive Directors

Mr. HO Cheuk Fai (*Chairman & CEO*)  
Mr. KWOK Wing Kin, Francis (*Deputy Chairman & COO*)  
Mr. LEE Shu Ki

#### Non-executive Director

Mr. HO Cheuk Ming

#### Independent Non-executive Directors

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. FONG Hoi Shing

### AUDIT COMMITTEE

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. FONG Hoi Shing  
Mr. HO Cheuk Ming

### REMUNERATION COMMITTEE

Mr. SO Wai Chun  
Mr. CHAN Sui Sum, Raymond  
Mr. HO Cheuk Ming

### COMPANY SECRETARY

Mr. TANG Wing Fai

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### 總辦事處及主要營業地點

香港  
新界  
荃灣  
青山公路611-619號  
東南工業大廈  
10樓

### 網址

<http://www.karrie.com.hk>

### 董事

#### 執行董事

何焯輝先生 (*主席兼行政總裁*)  
郭永堅先生 (*副主席兼營運總裁*)  
李樹琪先生

#### 非執行董事

何卓明先生

#### 獨立非執行董事

蘇偉俊先生  
陳瑞森先生  
方海城先生

### 審核委員會

蘇偉俊先生  
陳瑞森先生  
方海城先生  
何卓明先生

### 薪酬委員會

蘇偉俊先生  
陳瑞森先生  
何卓明先生

### 公司秘書

鄧榮輝先生

## Corporate Information 公司資料

### AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor Prince's Building  
Central, Hong Kong

### PRINCIPAL BANKERS

Hang Seng Bank  
83 Des Voeux Road Central  
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central  
Hong Kong

Mizuho Corporate Bank, Limited  
17th Floor, Two Pacific Place  
88 Queensway  
Hong Kong

Standard Chartered Bank  
Standard Chartered Bank Building  
4-4A Des Voeux Road Central  
Hong Kong

### PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

### HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Rooms 1712-6, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港中環  
太子大廈22樓

### 主要往來銀行

恒生銀行  
香港  
德輔道中83號

香港上海滙豐銀行有限公司  
香港  
皇后大道中1號

瑞穗實業銀行  
香港  
金鐘道88號  
太古廣場2座17樓

渣打銀行  
香港  
德輔道中4-4A號  
渣打銀行大廈

### 主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
17樓1712-6室

## Key Information for Shareholders 股東主要資料

### FINANCIAL CALENDAR 2010

#### Announcement of 2009/10 results

19 July 2010

#### Last day to register for 2009/10

##### Final Dividends

27 August 2010

#### Annual General Meeting

3 September 2010

#### 2009/10 Final Dividend

##### Payment Date

20 September 2010

#### Financial Year End

31 March 2010

### SHARE CAPITAL

### 二零一零年財務年誌

二零零九年／一零年度業績公佈日期

二零一零年七月十九日

二零零九年／一零年度末期股息

最後登記日期

二零一零年八月二十七日

股東週年大會

二零一零年九月三日

二零零九年／一零年度末期股息

派息日

二零一零年九月二十日

財務年結日

二零一零年三月三十一日

### 股本

		As at 截至	
		31 March 2010 二零一零年 三月三十一日	30 June 2010 二零一零年 六月三十日
Authorised (HK\$)	法定 (港元)	<b>80,000,000</b>	80,000,000
Issued (HK\$)	已發行 (港元)	<b>57,709,760</b>	57,709,760

## Key Information for Shareholders 股東主要資料

### ANALYSIS OF SHAREHOLDING STRUCTURE AND SHAREHOLDER DISTRIBUTION

As at 30 June 2010, the Company had 577,097,600 shares in issue of which approximately 44%<sup>(1)</sup> was held by the public. As at that date, the Company had a total of 877 registered shareholders. The following table shows the distribution of ownership according to the Register of Members and the Participant Shareholding Report generated from the Central Clearing and Settlement System as of 30 June 2010:

### 股權結構及股東分佈之分析

截至二零一零年六月三十日，本公司共發行股份577,097,600股，其中公眾持股量約佔44%<sup>(1)</sup>。截至同日，本公司擁有註冊股東877名。根據股東名冊及中央結算交收系統於二零一零年六月三十日編纂的參與者股權報告，我們編制了以下股東分佈表供投資者參考：

Category		Number of registered shareholders	% of number of shareholders	Number of shares	% of total issued share capital
類別		註冊股東數量	佔註冊股東比例%	持股數量	佔已發行股份比例%
New Sense Enterprises Limited		1	0.11%	243,804,000	42.25%
Ho's family <sup>(2)</sup>	何氏家族 <sup>(2)</sup>	3	0.34%	79,696,000	13.81%
Directors <sup>(3)</sup>	董事 <sup>(3)</sup>	3	0.34%	2,382,000	0.41%
Individuals	個人投資者	700	79.82%	26,394,420	4.57%
Institutions, corporates and nominees	機構投資者、企業投資者及代理人	170	19.39%	224,821,180	38.96%
<b>Total</b>	<b>合計</b>	<b>877</b>	<b>100.00%</b>	<b>577,097,600</b>	<b>100.00%</b>

Note:

- (1) Public shareholding represents shares held by the public, excluding those held by New Sense Enterprises Limited, Ho's family and Directors of the Company.
- (2) Ho's family comprises Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer, Mr. Ho Cheuk Ming, Non-executive Director and Ms. Ho Po Chu.
- (3) Directors represent Directors of the Company excluding Mr. Ho Cheuk Fai and Mr. Ho Cheuk Ming.

備註：

- (1) 公眾持股量代表(除New Sense Enterprises Limited、何氏家族及本公司董事所持股份數量外)公眾人士所持有的股份數量。
- (2) 何氏家族由主席兼行政總裁何焯輝先生，非執行董事何卓明先生及何寶珠女士組成。
- (3) 董事代表(除何焯輝先生及何卓明先生外)本公司之董事。

## Key Information for Shareholders 股東主要資料

### As at 30 June 2010

於二零一零年六月三十日

### Number of Shares Held

所持股份數目

### Shareholders

股東

### Number

人數

### % of total

佔總數百分比

### Shares of HK\$0.1 each

每股面值0.1港元股份

### Number

數目

### % of total

佔總數百分比

1 – 2,000	547	62.3%	92,872	0.0%
2,001 – 10,000	56	6.4%	366,939	0.1%
10,001 – 20,000	44	5.0%	689,515	0.1%
20,001 – 50,000	65	7.4%	2,418,797	0.4%
50,001 – 100,000	49	5.6%	3,688,688	0.7%
100,001 – 200,000	34	3.9%	4,618,275	0.8%
200,001 – 500,000	25	2.9%	8,021,307	1.4%
500,001 – 1,000,000	20	2.3%	14,618,400	2.5%
1,000,001 – 2,000,000	14	1.6%	18,407,240	3.2%
2,000,001 – 5,000,000	8	0.9%	23,051,472	4.0%
Over 5,000,000以上	15	1.7%	501,124,095	86.8%
	<b>877</b>	<b>100.0%</b>	<b>577,097,600</b>	<b>100.0%</b>

## MARKET CAPITALISATION

### As at 31 March 2010

(Closing Price: HK\$0.56)

HK\$323,174,656

## 市值

截至二零一零年三月三十一日

(收市價：0.56港元)

323,174,656港元

### As at 30 June 2010

(Closing Price: HK\$0.51)

HK\$294,319,776

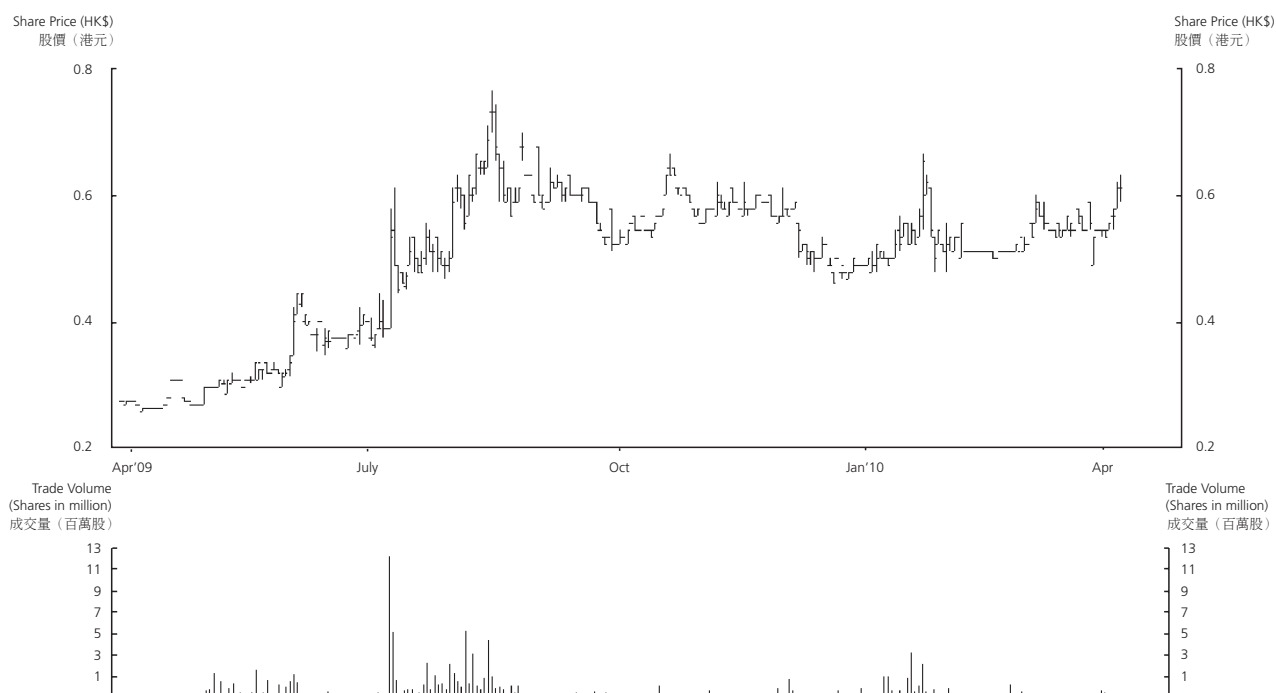
截至二零一零年六月三十日

(收市價：0.51港元)

294,319,776港元

## Share Price Movement and Trade Volume in 2009/10

### 二零零九／一零年度之股價走勢及成交量





## Key Information for Shareholders 股東主要資料

### STOCK CODE

The Stock Exchange of Hong Kong Limited  
Main Board  
1050

### BOARD LOT

2,000 Shares

### SHAREHOLDER SERVICES

Any matters relating to your shareholding, such as transfer of shares, change of name or address, and loss of share certificates should be addressed in writing to the Branch Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited  
Rooms 1712-6, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Tel: (852) 2862-8628  
Fax: (852) 2529-6087

### INVESTOR RELATIONS

For enquiries, please contact:

Ms. Winnie Tsang  
Senior Corporate Communications Officer  
Karrie International Holdings Limited  
10th Floor, Southeast Industrial Building  
611-619 Castle Peak Road  
Tsuen Wan, New Territories  
Hong Kong  
Tel: (852) 2437-6875  
Fax: (852) 2415-1608  
Email: pytsang@karrie.com.hk/  
ir@karrie.com.hk

### 股份編號

香港聯合交易所有限公司  
主板  
1050

### 每手股數

2,000股

### 股東服務

假若有任何關於閣下股份之事宜，包括股份轉讓、更改姓名或地址、遺失股票等，請以書面聯絡我們的股份過戶登記分處：

香港中央結算登記有限公司  
香港  
皇后大道東183號  
合和中心17樓1712-16室

電話：(852) 2862-8628  
傳真：(852) 2529-6087

### 投資者關係

如有任何垂詢，請聯絡：

曾佩瑩小姐  
高級企業傳訊主任  
嘉利國際控股有限公司  
香港  
新界荃灣  
青山公路611-619號  
東南工業大廈10樓  
電話：(852) 2437-6875  
傳真：(852) 2415-1608  
電郵：pytsang@karrie.com.hk/  
ir@karrie.com.hk

## Corporate Calendar 企業大事日誌

### ◀ 2009 ▶

**JUL 7月** Establishment of a joint venture with TECO, engaged in OEM/ODM business for the processing, manufacture and production of multifunction peripheral products, printers, scanners, facsimile machines  
與東友成立合資公司，主要從事加工、製造及生產多用途週邊產品、印刷機、掃描器、傳真機之OEM/ODM業務

14th “Tea-Break with Individual Investors”  
舉行第十四次「與個人投資者茶敘」

**NOV 11月** Awarded the Cleaner Production Partnership logo by the Environmental Protection Department and the Economic and Trade Commission of Guangdong Province  
獲環境保護署與廣東省經濟及貿易委員會共同頒發「清潔生產伙伴計劃」標誌

Transfer the land use right of a plot of land with total site area of approximately 120 Chinese acres situated at the Yixing Economic Development Zone, Jiangsu Province, the PRC to a third party at the consideration of RMB20,160,000 (equivalent to approximately HK\$22,880,000). In addition, the Group relinquishing the land use right of the land, Jiangsu Yixing shall grant to the Group the land use right of another plot of land with a site area of approximately 260 Chinese acres situated at the same zone.

以代價為人民幣20,160,000元（相等於約22,880,000港元）轉讓一幅地盤面積約為120畝位於中國江蘇宜興經濟開發區的土地使用權。同時將一幅總地盤面積約為260畝位於開發區的土地使用權讓予江蘇宜興，對方會提供另一幅位於同區的土地使用權授予本集團。

### ◀ 2010 ▶

**FEB 2月** Held Strategic Planning Workshop to formulate a five-years strategic planning for the Group  
舉行公司策略年會，為公司奠定未來五年之策略

Yixing factory had commenced production, mainly for Automatic Teller Machine, manufacturing of parts & moulds and assembly of server  
宜興廠房開始正式投產，主要是櫃員機、零部件生產、模具及伺服器組裝

**MAR 3月** Awarded the Caring Company 2005/10 logo for five consecutive years by The Hong Kong Council of Social Service  
香港社會服務聯會頒發連續5年「商界展關懷」2005/10 標誌

Grant share options to subscribe for an aggregate of 30,200,000 ordinary shares at an exercise price of HK\$0.55 each to the eligible participants  
向合資格人仕邀請授出合共30,200,000股購股權，行使價為每股份港幣0.55元

Awarded the “1st Manpower Developer” logo by the Employees Retraining Board, in which Karrie is the only awardee in manufacturing sector among 80 awardees  
獲僱員再培訓局（ERB）頒發「人才企業1st」標誌，同時，本司在80間獲頒機構中唯一通過認證而又屬製造業的公司

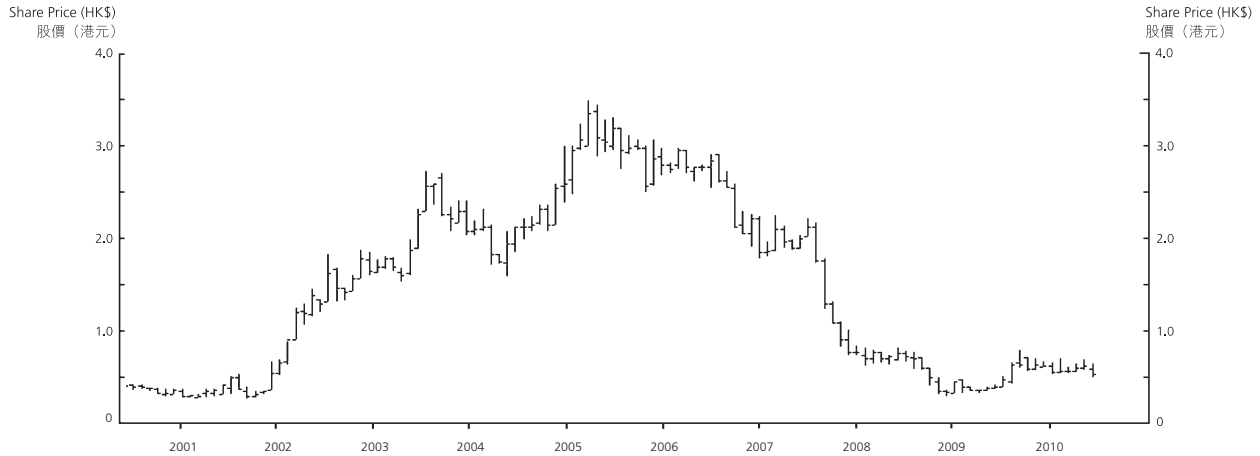
**MAY 5月** “Karrie Management Retreat Camp 2010” for management team to form action plans to execute our vision for five-years plan  
為管理層舉行「嘉利管理層集思會」2010，為落實願景之未來五年計劃定下行動計劃

**AUG 8月** 15th “Tea-Break with Individual Investors”  
舉行第十五次「與個人投資者茶敘」

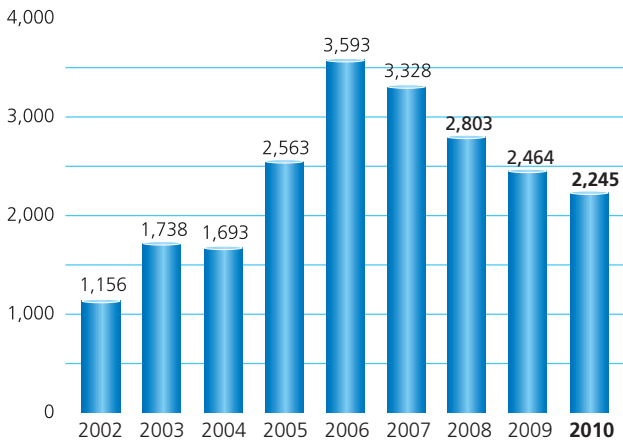
# Financial Highlights 財務概要

## Share Price Movement from 2001 to 2010

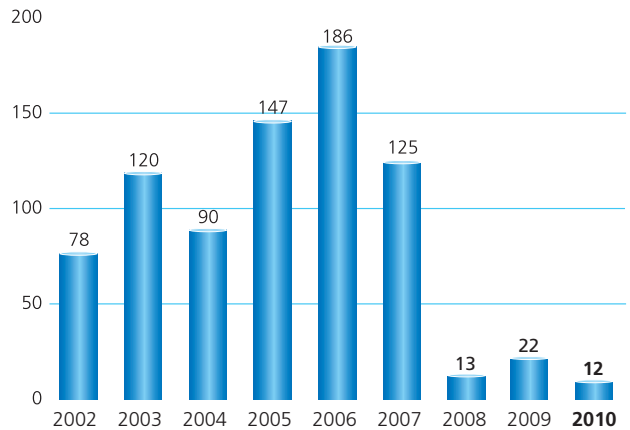
### 二零零一年至二零一零年之股價走勢圖



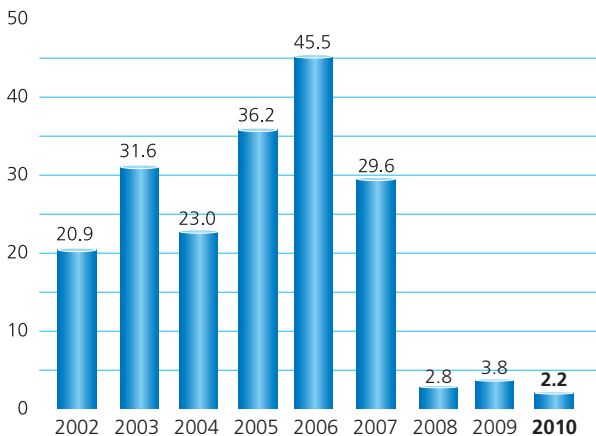
### Revenue HK\$ million 收入 百萬港元



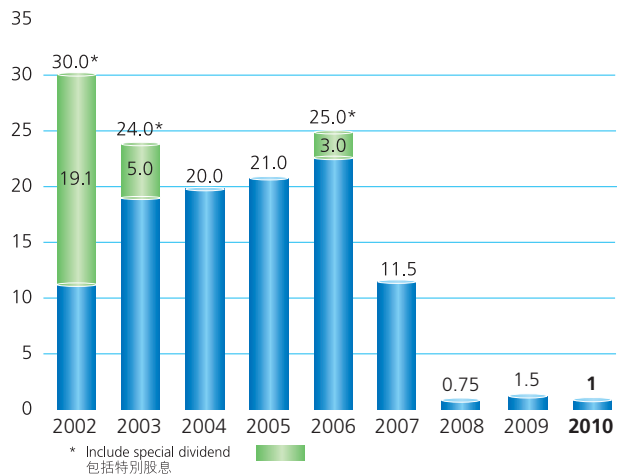
### Profit attributable to equity holders HK\$ million 股東應佔溢利 百萬港元



### Basic earnings per share HK cents 每股基本溢利 港仙



### Dividends per share HK cents 每股股息 港仙

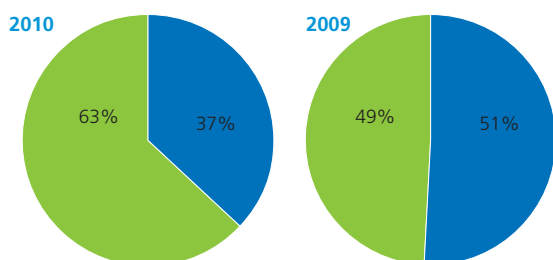


## Financial Highlights 財務概要

### Turnover percentage by Products

按產品劃分的營業額百分率

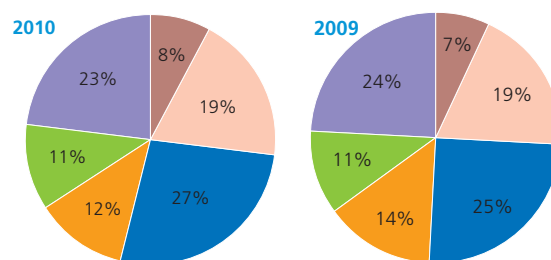
- Metal and Plastic Business  
五金塑膠業務
- Electronics Manufacturing Services Business  
電子專業代工業務



### Turnover percentage by Geographical Location

按產品所在地劃分的營業額百分率

- Japan  
日本
- Hong Kong  
香港
- China  
中國
- Asia (excluding Japan, Hong Kong and China)  
亞洲 (不包括日本、香港及中國)
- North America  
北美洲
- Western Europe  
西歐



		2010 二零一零年	2009 二零零九年	% Changes 變動百分比
<i>HK\$ million</i>	<i>百萬港元</i>			
Revenue	收入	2,245	2,464	-9%
Gross profit	毛利	152	177	-14%
Operating profit	經營溢利	12	26	-54%
Profit for the year	本年度溢利	9	20	-55%
Profit attributable to equity holders	權益持有人應佔溢利	12	22	-45%
Total assets	資產總值	1,740	1,870	-7%
Shareholders' equity	股東權益	741	741	-
<i>In Million</i>	<i>百萬股</i>			
Number of shares	股份數目	577	577	-
<b>Per Share Data</b>	<b>每股資料</b>			
<i>HK Cents</i>	<i>港仙</i>			
Basic earnings	基本溢利	2.2	3.8	-42%
Diluted earnings	攤薄後溢利	2.2	3.8	-42%
Total cash dividends	總現金股息	1	1.5	-33%
<i>HK\$</i>	<i>港元</i>			
Net asset value per share	每股資產淨值	1.3	1.3	-
<b>Financial Ratios</b>	<b>財務比率</b>			
Gross profit margin (%)	邊際毛利 (%)	6.8	7.2	-6%
Net profit margin (%)	邊際純利 (%)	0.4	0.8	-50%
Net current ratio	淨流動比率	1.3	1.7	-24%
Net quick ratio	淨速動比率	1.0	1.3	-23%
Net gearing ratio (%)	淨銀行借貸比率 (%)	-4	-5	-20%
Interest coverage	利息涵蓋比率	11	7	+57%
Dividend payout (%)	派息比率 (%)	45	39	+15%
Turnover to net bank borrowings	營業額與淨銀行借貸比率	N/A	N/A	N/A
Non-current assets to total equity (%)	非流動資產與權益總值比率 (%)	78	69	+13%

## Financial Highlights 財務概要

### Definitions

### 定義

Basic earnings per share	$\frac{\text{Profit attributable to equity holders}}{\text{Weighted average number of shares}}$	每股基本溢利	$\frac{\text{權益持有人應佔溢利}}{\text{加權平均股數}}$
Diluted earnings per share	$\frac{\text{Profit attributable to equity holders}}{\text{Diluted weighted average number of shares}}$	每股攤薄後溢利	$\frac{\text{權益持有人應佔溢利}}{\text{攤薄加權平均股數}}$
Net asset value per share	$\frac{\text{Net assets}}{\text{Number of shares as at year end}}$	每股資產淨值	$\frac{\text{資產淨值}}{\text{年底股數}}$
Gross profit margin (%)	$\frac{\text{Gross profit}}{\text{Turnover}} \times 100\%$	邊際毛利 (%)	$\frac{\text{毛利}}{\text{營業額}} \times 100\%$
Net profit margin (%)	$\frac{\text{Profit attributable to equity holders}}{\text{Turnover}} \times 100\%$	邊際純利 (%)	$\frac{\text{權益持有人應佔溢利}}{\text{營業額}} \times 100\%$
Net current ratio	$\frac{\text{Current assets (less short-term bank borrowings)}}{\text{Current liabilities (less short-term bank borrowings)}}$	淨流動比率	$\frac{\text{流動資產 (減短期銀行借貸)}}{\text{流動負債 (減短期銀行借貸)}}$
Net quick ratio	$\frac{\text{Current assets (less inventories and short-term bank borrowings)}}{\text{Current liabilities (less short-term bank borrowings)}}$	淨速動比率	$\frac{\text{流動資產 (減存貨及短期銀行借貸)}}{\text{流動負債 (減短期銀行借貸)}}$
Net gearing ratio (%)	$\frac{\text{Bank borrowings (less cash and bank balances)}}{\text{Total equity}}$	淨銀行借貸比率 (%)	$\frac{\text{銀行借貸 (減現金及銀行結存)}}{\text{權益總值}}$
Interest coverage	$\frac{\text{Earnings before interest expenses, tax, depreciation and amortisation}}{\text{Interest expenses}}$	利息涵蓋比率	$\frac{\text{扣除利息支出、稅項、折舊及攤銷前溢利}}{\text{利息支出}}$
Dividend payout (%)	$\frac{\text{Dividend per share}}{\text{Earnings per share}} \times 100\%$	派息比率 (%)	$\frac{\text{每股股息}}{\text{每股溢利}} \times 100\%$
Turnover to net bank borrowings	$\frac{\text{Turnover}}{\text{Bank borrowings (less cash and bank balances)}}$	營業額與淨銀行借貸比率	$\frac{\text{營業額}}{\text{銀行借貸 (減現金及銀行結存)}}$
Non-current assets to total equity (%)	$\frac{\text{Non-current assets}}{\text{Total equity}}$	非流動資產與權益總值比率 (%)	$\frac{\text{非流動負債}}{\text{權益總值}}$

# 建願景·創新天

## *Vision Leads New Sky*

### 我們的願景 Our Vision

成為具領導地位之綜合電子代工合作伙伴  
To be a leading Integrated Electronics  
Manufacturing Services partner

### 我們的使命 Our Mission

- 全面優化產品設計及製造工序  
**D**esign for manufacturing
- 提供世界級綜合生產方案和服務  
**I**ntegrated world class manufacturing solution and services
- 持續優化至卓越  
**R**eengineering to excellence
- 環境及企業可持續發展  
**E**nvironment & Enterprise Sustainability
- 有效成本管理  
**C**ost effective management
- 業務有關人仕全面滿意  
**T**otal stakeholder satisfaction

### 我們的價值 Our Value

#### 主動Proactive :

凡事多走一步，用心去做尋求突破，勇於承擔  
Heartfelt dedication in all details. Seeking break through and  
innovation

#### 服務Services :

擁抱凡事皆可能的精神竭盡所能，為內外顧客提供全面及優質的服務  
Nothing is impossible. Operate with customer-oriented attitude and  
remain fully devoted to provide comprehensive and excellent services  
for both internal and external customers

#### 承諾Commitment :

信守承諾，坐言起行  
We vow to create a good corporate image by honoring our promises



## Chairman's Statement 主席報告

On behalf of the board of directors, I am pleased to present the annual report of Karrie International Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2010.

我謹此欣然代表董事會提呈嘉利國際控股有限公司(「公司」)及其附屬公司(「集團」)截至二零一零年三月三十一日止的年報。

### PRINCIPAL ACTIVITIES AND RESULTS

The Group is principally engaged in

- Metal and Plastic ("M&P") Business: manufacturing and sale of metal and plastic products including computer casings, office automation products, video tape cassettes, moulds, plastic and metal parts; and
- Electronic Manufacturing Services ("EMS") Business: manufacturing and sale of magnetic tape drives, laser printers, multi-function facsimile machines, "point-of-sale" system and other computer peripherals.

#### (I) Business Review

Although the future is full of uncertainties and obstacles, the global economy appears to be recovering and the market consensus is that the global economy can get back to the right track as the business environment is becoming more stable. As a result, the turnover during the second half year is better than we expected and the financial results of the second half year had turned from deficits to profits.

Turnover for the year ended 31 March 2010 declined by 9% or HK\$219,814,000 to HK\$2,240,764,000 (for the year ended 31 March 2009: HK\$2,460,578,000) and the profit attributable to equity holders of the Company decreased by 43% or HK\$9,584,000 to HK\$12,497,000 (for the year ended 31 March 2009: HK\$22,081,000).

- The turnover of the M&P Business for the year ended 31 March 2010 was HK\$836,881,000 (for the year ended 31 March 2009: HK\$1,256,928,000), which is 33% lower than that for the corresponding period last year. The turnover of the M&P Business represents 37% of the total turnover. The decrease in the turnover was due to the large decline in the shipment of server casings by one of our major customers by approximately 45%.

### 主要業務及業績

集團主要從事

- 五金塑膠業務－製造及銷售五金及塑膠產品，包括電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件等；及
- 電子專業代工業務－製造及銷售磁帶解碼器、鐳射打印機、多功能傳真機、「收銀機系統」及其他電腦週邊產品。

#### (一) 業務回顧

儘管前路遇上不少障礙，充斥着不明朗因素，但隨着外圍經濟漸趨穩定，市場普遍認為經濟已可以重拾路軌。因此，下半年度的營業額，比預期中理想，業績也轉虧為盈。

截至二零一零年三月三十一日止年度營業額仍然下跌了219,814,000港元或9%至2,240,764,000港元(二零零九年三月三十一日止：2,460,578,000港元)。而本公司權益持有人應佔溢利為12,497,000港元(二零零九年三月三十一日止：22,081,000港元)下降了9,584,000港元或43%。

- 五金塑膠業務於截至二零一零年三月三十一日之營業額為836,881,000港元較去年同期下跌了33%(截至二零零九年三月三十一日止：1,256,928,000港元)。五金塑膠約佔整體營業額37%。因其中一位主要客戶的伺服器外殼付運量大幅下調約45%，引致營業額下跌。



## Chairman's Statement 主席報告

- Following the trend of the FY09/10 interim results, the shipment of new models of laser printers of one of the major clients for our laser printers continued to increase. Therefore, the turnover of the EMS Business for the year ended 31 March 2010 rose by 17% to HK\$1,403,883,000 (for the year ended 31 March 2009: HK\$1,203,650,000).

Despite the recent financial turmoil, overall operational costs were lowered by approximately HK\$25,000,000 and a slight profit for the whole year was recorded because of the stability of RMB and the Group's effective cost control measures, the decrease in oil price and the reduction of manpower and salaries.

The Capex for the year ended 31 March 2010 was approximately HK\$82,893,000, which is more than the budget of HK\$70,000,000 originally planned. This is due to the expectation of continuous improvement of economy and the increase of various cooperation projects, including the formation of TIS Karrie Technologies (Hong Kong) Limited ("TIS Karrie"), a joint venture with TECO. The Group thinks that it is necessary to increase the investment on certain infrastructure, e.g. constructing an integrated administration building, in order to enhance our competitive edge as well as to attract talents and retain work force.

- 本集團鐳射打印機的其中一位主要客戶的新型號付運量，延續中期業績的走勢，持續增加，所以電子專業代工業務於截至二零一零年三月三十一日止之營業額較去年同期上升了17%至1,403,883,000港元（截至二零零九年三月三十一日止：1,203,650,000港元）。

雖受到金融海嘯的影響，但期間人民幣匯率相對穩定及集團有效控制成本包括燃油價格下調及削減人數和減薪等，令整體營運費節省了約25,000,000港元，所以全年仍取得輕微盈利。

截至二零一零年三月三十一日止，本年度固定資產投資約為82,893,000港元，比預算的70,000,000港元高，此乃基於預期經濟會持續轉好及增加新合作項目，如與「東友」合作之合營公司嘉友科技（香港）有限公司（「嘉友」）。本集團估計須增加投資於一些基礎設施，如興建綜合辦公樓等，以增加本集團競爭力和吸納員工。

	Turnover	Capex	Net Gearing Ratio as at 31 March
	營業額	固定資產投資	淨銀行借貸比率
	HK\$	HK\$	截至三月三十一日
	港元	港元	
2001/02	1,156,262,000	15,000,000	-18%
2002/03	1,737,979,000	24,000,000	-9%
2003/04	1,692,960,000	59,000,000	1%
2004/05	2,563,190,000	62,000,000	56%
2005/06	3,592,741,000	92,000,000	21%
2006/07	3,320,030,000	92,000,000	25%
2007/08	2,799,967,000	199,000,000	8%
2008/09	2,460,578,000	115,000,000	-5%
2009/10	2,240,764,000	82,893,000	-4%
2010/11	N/A不適用	65,000,000*	35%*

\* Initial estimation  
初步估計



## Chairman's Statement 主席報告

- *Challenge*

The global economy started recovering in the beginning of the third quarter. Since the customers remain cautious, the number of shipments has increased but quantity for each shipment is relatively small. Furthermore, the fourth quarter is a traditionally slack period. Therefore, the financial results of the entire financial year record a slight profit.

This coming year is still full of difficulties and we face the following major challenges:

- (a) The first challenge is the fluctuation of the price of raw materials (like the electronic parts) due to the shortage of supply when the market recovered during the second half of 2009. Rising raw materials price will lead to an increase in production cost.
- (b) The second challenge is the rising salary level in the PRC due to the rapid development of the Chinese economy and the encouragement of domestic consumption in China that create more job opportunities locally for workers. The trend is obviously that the improved wage level means some workers choose to seek employment in their home provinces instead of seeking jobs elsewhere. In addition, with workers giving more weight to their living standard and the raise of minimum wages in May of this year, the rise of labour cost is unavoidable.

- 挑戰

由第三季開始，全球經濟已逐漸復甦。然付運次數雖增加，但每次付運數量卻相對較少，皆因客戶仍然採取審慎的態度。加上，第四季乃傳統的淡季。故此，全年業績只錄得些微盈利。

今年仍是荊棘滿途之一年，主要是面對下列挑戰：

- (a) 首先是原材料價格的不穩定。尤其是在二零零九年下半年復甦之時候，引致一些原材料（如部份電子零件）供不應求。原材料價格徐徐上升，將導致生產成本上調。
- (b) 其次，自去年底，由於中國經濟發展迅速及鼓勵刺激內需，民工當地就業的機會增多，工資水平也提高。不出外打工的趨勢日益明顯。加上，民工更重視其生活水平及本年五月已調高最低工資，勞工成本上升是勢在必行。

## Chairman's Statement 主席報告

Furthermore, the implemented "Labour Contract Law" undoubtedly leads to more disputes between employees and employers and it is no exception for the Group. However, the Group always respects the spirit of law by actively taking appropriate measures. In light of the increasing production cost due to the rise of the statutory minimum wages, the Group will undoubtedly have to adjust the price of its products and reduce the size of its workforce via expansion of the scale of automated manufacturing capacity to enhance operational efficiency and to reduce production cost. We would like to emphasize that the prime aim of such price adjustment is not to raise our profit but to ensure the "cost push" impact be borne by the customers. We believe, as a long-term business partner, the customers should share certain responsibilities in this aspect.

The Group faced the shortage of labour in the PRC at the end of 2009 so we quickly responded by taking certain measures in relation to remuneration, fringe benefits and bonus. For example, a lucky draw was and will be held quarterly. The prizes include car and cash etc and the free group wedding ceremony and local tours are arranged for workers. In addition, the workers' meal and working environment are being improved. The main objective of all such measures is to retain existing workers and attract new workers or former workers coming back from their home provinces. The problem of shortage of labour was basically solved in March of this year. The Group believes that by adopting the "humane" approach, instead of the "military" approach, in managing our employees and the operations, a harmonious working atmosphere can be created and the Group will be regarded as a good employer.

自《勞動合同法》切實執行後，本集團亦難獨善其身，或多或少都出現一些勞資糾紛。本集團向來尊重法治精神，並且積極依法協調，以完善制度來配合。面對最低工資上升而導致的成本上升，本集團不能避免要一方面調整價格，另一方面增加自動化比例及縮減人手，以提升營運效率，降低成本。作為長期的生意合作伙伴，我們重申此舉的目的並非要提高盈利，只是將「成本推動」的效應轉嫁於用家，共同負擔責任。

本集團於二零零九年底已面對國內勞工短缺的問題，並即時制訂多項薪酬、福利及獎賞應變措施。例如每季皆舉行幸運大抽獎活動，獎品包括轎車及現金獎等；安排員工免費舉行集體婚禮及免費內地旅遊，改善員工膳食及工作環境，以挽留現有員工及吸納新入職或由鄉間回流的員工，到本年三月勞工短缺的問題基本上已解決。本集團採取「人性化」的方法代替「軍事化」的行徑去管理員工及經營運作，相信攜手同心，締造和諧氣氛，必可成為一個受歡迎的僱主。

## Chairman's Statement 主席報告

- (c) The third challenge is the instability of economic environment. Europe Debt Crisis creates uncertainties on the global economic recovery.

In order to control the costs of production under the fierce competition in the market, a company cannot only reduce the size of the workforce but also adopt the "total cost effective" measures to improve production efficiency by optimizing each procedure of our production process. During the implementation of measures to improve cost efficiency of the Company, we received support of the employees at all levels. As a result, the expenditure of the Group was reduced successfully and thus a profit is recorded for the Group this year. The management notes that the production cost (especially the labour cost) will rise and profits will be squeezed. We shall proactively communicate with our customers with a view to transfer part of the costs to them reasonably.

- *Factory*

- Production in Yixing factory had been commenced in February 2010, mainly for Automatic Teller Machine ("ATM"), manufacturing of parts & moulds and assembly of server.
- The construction of B2B in Yu Quan had been completed. This factory is being used by TIS Karrie, one of our major joint venture companies. Assembly lines and production equipments had been installed. Production already commenced in March 2010.
- In addition, the B2A integrated administration building will be constructed soon. The integrated administration building will enhance the management efficiency. All administrative matters will be processed together to reduce operational hindrance and to reduce costs.

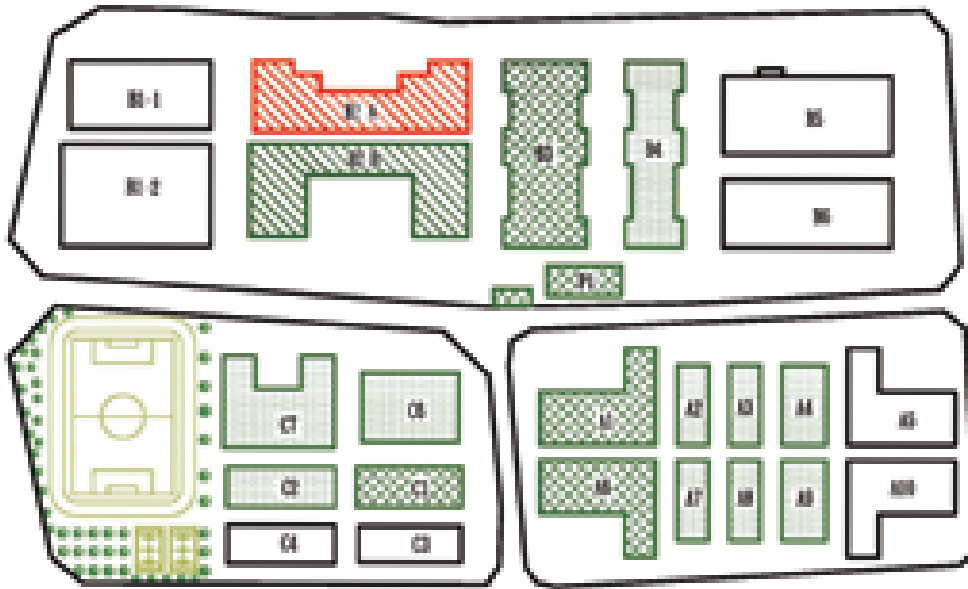
- (c) 第三項挑戰為不穩定之經濟環境。歐洲債務危機，為復甦中的經濟添上一層陰霾，使復甦之路變得更為漫長。

面對如此激烈的競爭，只是裁減人手並不足夠，故推出「全面成本效益」措施，以削減成本，並優化業務上各環節的運作及生產工序，以臻完善，達致最高的生產效益。在推行改良措施時，全賴各級員工上下一心群策群力，實踐落實各項「成本效益」措施。故此，年內成功控制支出，帶動整體盈利。管理層亦意識到成本上升（尤其是勞工）是無可避免，利潤將受壓，本集團因此盡量將增加之成本合理地轉嫁予客戶。

- *廠房*

- 宜興廠房已於本年二月進行生產，主要為櫃員機、零部件生產、模具及伺服器組裝。
- 玉泉之B2B廠房已完成興建。該廠房主要給合營公司嘉友之用，生產綫及器材已完成安裝。並已於二零一零年三月份開始投入生產。
- 此外，B2A之綜合行政樓將會相繼落成，將提升管理效率，所有行政事宜皆能統一協調辦理，重新分配生產綫，以減少營運阻隔。

## 玉泉廠房整體規劃 Construction Plan For Yu Quan Plant

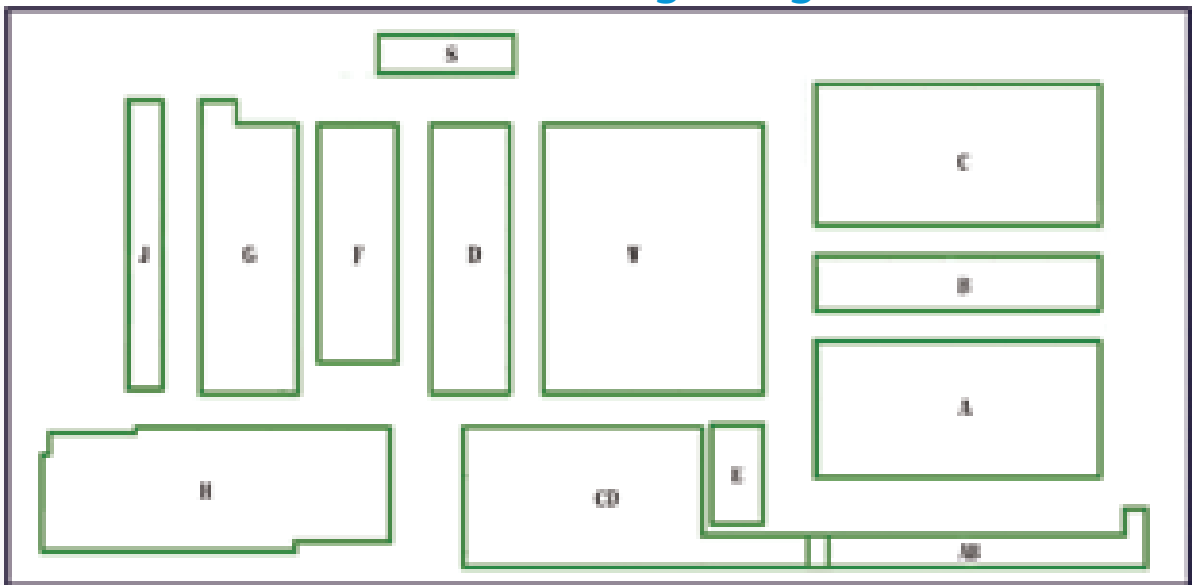


Phase I (Accomplished) 第一期 (已完成)  
Phase II (Accomplished) 第二期 (已完成)  
Phase III (Accomplished) 第三期 (已完成)  
Phase III (Under Construction) 第三期 (未完成)  
Under Planning 規劃中

Associated Company "TK" 合營公司「嘉友」- B2-B  
JV Company "Sagem Karrie" 合營公司「嘉進」- A6  
Administration Office 行政大樓 - B2-A  
Dormitory 宿舍 - C1, C2  
Power Station 配電房 - P1  
Plastic Injection 注塑 - A4, A9, B3

EMS 電子組裝 - A1, A7  
Moulding 工模 - B4, A3  
Warehouse 貨倉 - C7, A2  
Robot Equipment 機械設備科 - A8  
Canteen & Indoor Staff Recreational Centre  
食堂及室內員工活動中心 - C6

## 鳳崗廠房平面圖 Floor Plan For Feng Gang Plant

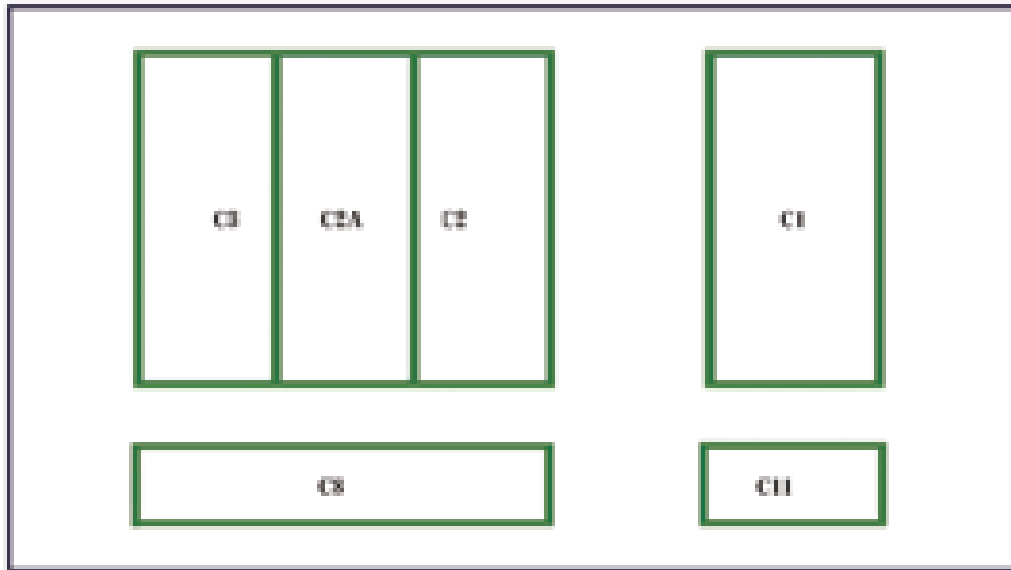


Administration Office 行政大樓 - AB  
Metal Stamping & Computer Casing Assembly 五金衝壓及機箱組裝 - A  
Power Station & Metal Stamping 配電房及金屬衝壓 - B  
Plastic Injection & OA Assembly 注塑及文儀組裝 - C  
Canteen & Dormitory 飯堂及宿舍 - CD  
Numerical Control Production & OA Assembly 數控制作及文儀組裝 - D

Engineering & R&D 工程及研發部 - E  
Warehouse & OA Assembly 貨倉及文儀組裝 - F  
Computer Casing Assembly 機箱組裝 - J  
Warehouse 貨倉 - H  
Central Warehouse 中央倉 - W  
Sewage Treatment 污水處理 - S

# 宜興廠房平面圖

## Floor Plan For Yi Xing Plant



Assembly 裝配 - C1  
Plastic Injection 注塑 - C2  
Soft Tooling Manufacturing 數控製作 - C2A

Metal Stamping 五金衝壓 - C3  
Temporary Office 臨時辦公室 - C8  
Power Station 動力中心 - C11



▲ 金屬部 Metal Department



▲ 注塑部 Plastic Injection Department



▲ 組裝部 Assembly Department



▲ 數控制作部 Soft Tooling Manufacturing Department

## Chairman's Statement 主席報告

### • Joint Venture Companies

The Group had established various joint venture companies with different partners. These joint ventures include Sagem Karrie Technologies (Hong Kong) Limited ("SKT"), 60% interest of which is beneficially owned by the Group, and TIS Karrie, 49% interest of which is beneficially owned by the Group. The establishment of joint venture companies can strengthen the business relationship between business partners and the Group can create business synergy. The establishment of the joint ventures also enable the Company to get access to the demand of the global market so as to improve the Group's profitability and turnover. In addition, the production technologies will be further enhanced.

For SKT, due to the lack of manpower and raw materials, the shipment had been delayed even though the demand is strong. Same as last year, a loss is recorded this year. At the beginning of March 2010, the situation had gradually been improved. The problems of manpower and raw materials had been gradually resolved. Timely shipments are made as the orders are placed. Backlog orders were being handled and the operation is back on the right track. With its operation getting back on track, we expect SKT will improve its profitability very soon.

TIS Karrie also commenced production in March 2010. The production and shipment of April and May are satisfactory. We are looking forward for a fruitful result by the end of FY10/11.

### • 合營公司

本集團與不同合作伙伴成立不同合營公司，包括嘉利先進科技(香港)有限公司(「嘉進」)(本集團實益擁有60%之股權)及嘉友(本集團實益擁有49%之股權)。成立合營公司之目的乃鞏固合作伙伴與本集團之業務關係，並產生協同效應。此舉亦有助本集團受惠於合作伙伴之環球市場，從而改善本集團之營業及盈利狀況。且能提升本集團之生產技術水平。

嘉進由於二月初缺乏原料及人手短缺，故雖然需求強勁，但未能如期落貨。故本財政年度仍如去年般出現虧損，然自本年三月開始，情況已陸續改善。人手及原材料的問題也逐漸解決，訂單也能如期落貨，並追回受到延誤的訂單。營運開始上軌道。隨着磨合、整頓，相信嘉進盈利狀況會進一步改善。

嘉友已於三月開始生產，四、五月份之生產及付運也頗為理想，冀望嘉友今年度能創出佳績。



集團副主席兼營運總裁郭永堅先生與東友科技股份有限公司主席黃育仁先生於台灣舉行合資簽約儀式

The signing ceremony of the joint venture in Taiwan between Mr. Francis Kwok, Group Deputy Chairman & COO and Mr. Eugene Huang, Chairman of Teco Image Systems Co., Ltd

## Chairman's Statement 主席報告

### (II) Vision Leads New Sky

Vision is a great aspiration for an enterprise and is a macro and long-term objective. Values, Missions and Objectives are the basic elements for Vision. Values are a set of culture and norm guiding all members/staffs behaviour and direction for goals. Missions are the summary of the activities and working focus. Objectives will become practicable actions through different tasks.

Vision creates clear intention and the correct direction so that plans can be correctly formulated to focus all efforts on the appropriate objectives. As we understand, the road ahead of us will not be flat but rough at the beginning.

In order to formulate our vision, the executive committee of our company together with 28 core members of various departments held the "2010 strategic workshop" at function rooms in Hong Kong Gold Coast Hotel in February 2010 in order to set out the vision of the Group for next five years. Meaningful mission statements and clear values and objectives had been established. Through open discussion, we framed our vision as at 2015 "To be a leading Integrated Electronics Manufacturing Services Partner". We aim to be not only the manufacturers of our customers but also the partners of our customers.

#### (1) Values

Values provide a broad guidance in the process of seeking our objectives. We believe that the objective we are operating towards is correct and our corporate culture is as follows:

**Proactive** Heartfelt dedication in all details (main theme for annual report of 2005/06). Seeking break through and innovation.

**Services** Nothing is impossible. Operate with customer-oriented attitude and remain fully devoted to provide comprehensive and excellent services for both internal and external customers.

**Commitment** We vow to create a good corporate image by honoring our promises.

### (二) 建願景、創新天

願景乃企業一種長遠和宏觀式的願望。價值觀、使命及目的乃構成願景之主要原素。然價值觀是一套文化規範及行為準則，指導員工／成員的行為和努力所達至的方向。使命是活動綱領及奮鬥焦點，而不同之任務則把目的變成現實活動。

願景使意向聚焦，掌握前路方向，全力以赴，向前邁進，不要胡亂狂奔。當然，路途不會是坦途，至少在起步時的那段路會是崎嶇。

為訂定願景，本公司執行委員會，連同各部門28位骨幹同事，於二零一零年二月假座香港黃金海岸酒店會議廳舉行「策略年會2010」工作坊，為本集團未來五年編織願景，訂定有意義的目標、明確的價值觀及目標圖像。本着誠懇的態度，公開的接納及熱烈的討論，而擬定本集團二零一五年的願景為「成為具領導地位之綜合電子代工合作伙伴」，本集團與各客戶將不單只是生產商的關係，而是共同進退的合作伙伴。

#### (I) 價值觀

價值觀在於追求目的的過程中，提供了廣泛的指導，使我們確信奮鬥目標是正確的，並衍生出下列之企業文化：

**主動** 做事多走一步，凡事用心去做（二零零五／零六年報主題），尋求突破，開拓創新

**服務** 擁抱凡事皆可能的精神，竭盡所能，以客為尊，為內外客戶提供全面優質之服務

**承諾** 信守承諾，坐言起行，打造良好的企業形象



於2010年2月26及27日進行了為期兩天的策略年會，為5月份舉行的集思會定下鮮明的目標及充足準備，出席的人員均為核心的管理者，他們竭盡所能，敞開心窗，專心一致為集團的未來願景播下了堅實的種子

On 26 and 27 February 2010, a two-day Strategic Planning Workshop was held in order to set a clear objective and get adequate preparation for the Management Retreat Camp in May. The attendants were the core members of the management team. Dedicated, open-minded and united, they contributed good plans and ideas for the future development of the Group.







## Chairman's Statement 主席報告

The Group continuously enhances its "value-adding" capability, strengthens the automation process and improves supply chain management, and thus deepening the core value of "Gear up" (the main theme of our 2009/10 interim report). As a result, we are still confident and should have sufficient capability to maintain the support and good graces from our customers despite the difficult business environment and challenging conditions.

### (2) Missions

In order to reach our vision, we should have summary of activities and focuses for stepping forward. Missions are such focuses. Six points have been formulated as the summary of our activities and our missions, known as the "DIRECT" as follows:

"D" = Design for manufacturing  
全面優化產品設計及製造工序

"I" = Integrated world-class  
manufacturing solutions and  
services  
提供世界級綜合生產方案和服務

"R" = Re-engineering to excellence  
持續優化至卓越

"E" = Environment & Enterprise  
Sustainability  
環境及企業可持續發展

"C" = Cost effective management  
有效成本管理

"T" = Total stakeholder satisfaction  
業務有關權益人全面滿意

本集團不斷致力提升集團增值能力，加強自動化及改善供應鏈管理，深化「價值共創」之核心價值（二零零九／一零年度中期報告書主題），使集團能在艱難的營商環境及具挑戰的情況下，仍保持足夠的能力及信心，獲得客戶的青睞和支持。

### (II) 使命

為達至願景，我們必須有行動綱領及奮力向前的焦點，使命是這些焦點，策略會最終釐定了六項綱領，所謂「DIRECT」「直接使命」如下：

"D" = Design for  
manufacturing  
全面優化產品設計及製造  
工序

"I" = Integrated world-class  
manufacturing solutions  
and services  
提供世界級綜合生產方案  
和服務

"R" = Re-engineering to  
excellence  
持續優化至卓越

"E" = Environment &  
Enterprise Sustainability  
環境及企業可持續發展

"C" = Cost effective  
management  
有效成本管理

"T" = Total stakeholder  
satisfaction  
業務有關權益人全面滿意

## Chairman's Statement 主席報告

### (3) Objectives

The management also understands that in order to put the summary of our activities into actions, we should divide those objectives into different tasks and give them to the department heads. Therefore, the 3rd "Management Retreat Camp" session was held at the banquet room of Castfast Hotel in Fenggang in May 2010 so that we could put those vision into action plans through brainstorming. There were approximately 130 attendees (the highest participants in record). All participants participate in different open platforms and actively engage in discussion. 16 action plans and chief tasks were formulated at the end of the brainstorming session.

### (4) Conclusion

The management recognizes that vision of the Group must undergo the process of creation, consolidation and realization that cannot be completed within a short period of time. We should elaborate the team spirits of "Together, We Can" (main theme of 2008/09 interim report) and "Joint Forces to Excel" (main theme of 2007/08 annual report) to overcome difficulties and achieve bright future. In order to keep the vision of the Group active, we should develop it persistently. Vision will only become "beautiful intention" without persistent motivation. Vision requires persistence and we should maintain our persistency as "High aspiration makes strong practitioners". Vision is a process but not the final destination.

### (III) Dividend Policy

The Board has adopted a set of "New Dividend Policy" since the first quarter of the financial year of 2006/07, which outlines the factors that should be taken into account in determining the dividend for distribution, such as profit attributable to equity holders of the Company, cash flow and Capex. After careful considerations of the aforementioned factors, the Board hopes to maintain the Company's track record of paying dividends to shareholders for thirteen consecutive years so the Board recommends to pay a final dividend of HK1 cent per share to shareholders whose names appear on the Register of members of the Company on 3 September 2010.

### (III) 目標

為落實行動綱領，管理層了解，只把使命宣言張貼是沒有效用的，因此必須把目標化為不同任務，並傳達至企業各部門主管的心中，所以本集團於二零一零年五月假座鳳崗嘉輝會宴會廳舉行了第三屆集思會，希望透過集思廣益，將願景落實至各項行動計劃。今次集思會出席人數約為130人，為歷次集思會之冠。與會者均穿梭各開放式論壇，積極地參與討論，繼而綜合最後16個主要任務及行動計劃。

### (IV) 結論

管理層認識到，願景是須要經歷打造、琢磨及實現的不同階段，這不是一個人短期之內能夠完成，是須要發揮團隊精神，攜手同心（二零零八/零九中期報告書主題）；一同跨過（二零零七／零八年報主題）重重困難，成就更美好的未來。並且必須保持願景之活力，不斷地予以發展，沒有這股動力之願景將淪為「美好的願望」而已，故願景是須持續性，堅持力行，所謂「強行者有志」。願景只是一種進程，而不是一個終點。

### (三) 股息政策

董事會於二零零六／零七年度第一季度業績公布採納「新股息政策」。新股息政策列出決定股息的派發金額時所須考慮的因素，如本集團股權持有人應佔溢利、現金流量及投資預算。董事會經審慎考慮上述各項因素後，亦希望維持連續十三年每年皆能派發股息的記錄，建議派發末期股息每股1港仙予所有於二零一零年九月三日當日名列於本公司股東名冊內的股東。



「建願景・創新天」為集團於2010年5月7及8日於國內舉行集思會的主題，結集超過130名中港兩地的中高職管理人員共同制定未來五年的企業策略及行動計劃，會中各人馬不停蹄進行密集式的討論，各人猶如一群辛勞的小蜜蜂於各個範疇的主題出謀獻策，盡情發揮水滴雖微的力量

With the theme of "Vision Leads New Sky", Management Retreat Camp of the Group was held on 7 and 8 May 2010, more than 130 middle and senior managers from Mainland China and Hong Kong participated in the session to formulate our corporate strategy and action plans for the next five years. Participants had non-stop and intensive discussions at the sessions, and made suggestions on various aspects of the topic like a swarm of hard-working bees, and contributed their efforts to the Group.





## Chairman's Statement 主席報告

### (IV) Geographical Distribution

The Group has always adopted a diversified approach in transporting its goods and does not rely on one single market. Details are set out in segment information in Note 5 to the Financial Statements.

### (V) Prospects

With the slow recovery of the global economy, the number of shipments is gradually increasing. The Group takes an optimistic but cautious view in respect of our prospects. We hope that we will attain for a low double digit growth next year. However, certain crises lie ahead:

#### (1) *Fluctuation of exchange rate*

The yuan rate reform has been proposed by China recently and that will increase the volatility of the yuan's exchange rate. It means that yuan will not have a one-off revaluation and the market expects that yuan will appreciate moderately. Accordingly, our operational costs will be increased. The volatility of yuan will create uncertainties to the Group.

#### (2) *Debt crisis*

Sovereign debt in certain European Countries remain at a high level, which is far out of the limits set forth by the European Union. This European credit crisis adversely affects the financial market and slows down the pace of recovery from the recession. It is still uncertain whether this debt crisis is same as the sub-prime mortgage crisis. The concern is that the spread of the debt crisis may trigger a financial turmoil for a second time and affect, to a certain extent, the orders from Europe.

#### (3) *Labour costs*

There have been protests organised by workers in the PRC recently. There are signs that more protests will be taking place. Workers are now demanding higher wages and better benefits. They are demanding for more rights to protect their own interests. In addition, the statutory minimum wages in the PRC had been increased in May and the labour costs will rise inevitably.

### (四) 地域分佈

集團一向採取多元化模式付運產品，不會依賴單一市場。詳情列於財務報表分部資料附註5。

### (五) 展望

隨着世界經濟緩慢復甦，付運也逐漸增加，本集團對前景抱審慎而樂觀的態度，期望明年能有低雙位數字的增長，然增長背後，仍隱藏危機：

#### (1) *匯率波動*

中國最近提出人民幣匯率改革，將擴大人民幣的波幅。這意味着中國已否決將人民幣一次過升值，一般預期人民幣將穩步溫和上揚。人民幣溫和升幅將增加本集團營運成本。而人民幣波幅擴大，更為集團添上不穩定的元素。

#### (2) *債務危機*

歐洲多國的主權債務都處於極高水平，遠超歐盟所設上限，歐洲信用危機已令金融市場波動，並使復甦的勢頭減弱。唯此次債務危機與次按債券危機是否相同，目前仍是未知之數。唯恐債務危機擴散，觸發第二次金融海嘯。因此，來自歐洲的訂單可能受到一定程度的影響。

#### (3) *勞工成本*

近期國內工潮漫延，並有擴散的跡象，工人已開始要求有較大幅度之薪金及福利調整，並重視自己的權益。加上，本年五月已調高最低工資標準。勞工成本上升之勢頭是必然的。



## Chairman's Statement 主席報告

The rise of wages brings challenge to the Group but we hope to limit its impact. In fact, we had already raised the wages of our workers before the implementation of the statutory required minimum wages. We try our best to address to workers' demand and take active steps to discuss with workers on the basis of openness and mutual understanding so as to reach "All Wins" situations.

### (4) *Plant's production*

Customers put more emphasis on production with low carbon emissions and "Green Production". As the cost of "Green Production" has increased, our production costs have also increased.

Dongguan possesses a sound city infrastructure and the suppliers of raw materials and electronic components are closely located. Furthermore, the board of directors of the Company believes that the rise of production costs can be tackled by adopting strict cost control measures and increasing production efficiency. Therefore, the Group has no intention to relocate our production plants in Dongguan to other relatively less economic developed outlying Provinces or nearby countries. The removal of plants in Dongguan will bring merely short term benefits. The other local governments may increase their levies and reduce their special credits several years later, thus eliminating those benefits derived from the removal of the production plants. In addition, the quality of labour and expertise is comparatively lower in such other regions or countries and it is more difficult to manage the workforce in other countries because of the cultural difference. The insufficiency of the supply chain and related supportive business is also a drawback. Accordingly, Dongguan, remains the best location for us to have our production plant.

工資上升一定會為集團帶來衝擊，然希望能控制於一定範圍之內。事實上，本集團在政府有關最低工資出台前，已提高工人最低工資水平。本集團亦積極了解工人之訴求，當以互諒互讓及開明的態度與工人進行商討，冀望達至多贏局面。

### (4) 廠房生產

現在客戶更注重低碳及綠色生產，在面對節能成本日高的要求下生產。為本集團再添一分成本上漲的壓力。

另外，基於東莞之基礎設施完善，且供應商集中。董事會相信成本上漲可透過嚴控成本及提高生產效率解決。故本集團短期無意將位於東莞之廠房遷往其他偏遠及經濟發展相對落後的省份或周邊國家。況且，搬遷廠房只能為集團帶來短暫利益；當數年後，各地政府也會增加徵費及減少優惠，搬遷廠房所帶來之得益也因此而抵銷，各項成本也會相應地增加。加上，這些地區或國家的工人質素和技能也較低及文化差異導致管理也很困難。而其他行業及生產配套不足也是一個缺點。因此，東莞仍是有優勢的生產基地，暫時未能取代。

## Chairman's Statement 主席報告

### (5) Diversification

The manufacturing sector faces many difficulties in many aspects in the current market environment. If The Group does not make any change to tackle the obstacles in the current market environment, it is likely our business will diminish gradually and cannot grow in the future. In order to balance our income and profit, the Group needs to seek breakthrough and innovation to diversify its business. There are two levels of diversification:

#### (i) Diversification under principal business activities:

The Group devotes to broaden our sources and bases of customers. We also explore new products like clinical equipments, motor vehicle products, visual accessories, and assembly of ATM parts. We have been seeking to understand the relevant standards, to collect information and to train necessary personnel so as to gain professional knowledge rapidly. Shipments of some of the new products had already been started in the financial year of 2010/11.

#### (ii) Diversification of the non-principal business activities:

Manufacturing production can no longer be undertaken based on the traditional production model that is not energy efficient. New production model shall be adopted to achieve the principle of energy saving, emission reduction and environmental protection so as to comply with the "Three Low and One High" and "New cages for new birds" policies in China. With the increasing production costs, the risk to the Group will become greater if the Group chooses to rely solely on its manufacturing business. Therefore, at the end of 2007 (at time of rights issue), I had explored the possibility of engaging other businesses to broaden our source of income and maximise the shareholders' return. As the current macro-economic environment is becoming more mature, local provisional authorities in the PRC encourage the industrial sector to change their business model to that of the service sector so as to activate local economy.

### (5) 多元化發展

製造業所面對的困難，可謂舉步維艱，集團面對內憂外患的「新營商環境」，倘若不求改變，固步自封，則企業不免逐漸萎縮，不能邁步向前發展。為了平衡集團整體收入和盈利，必須尋求突破、開拓創新，把業務多元化。多元化業務是有兩個層面：

#### (一) 本業上的多元化

本集團致力開拓客源，拓大客戶基礎，並開拓新的產品如醫療設備、汽車產品、影視組件、櫃員機零件及組裝。已開始着手了解相關標準，收集資料，培訓所需人才，以加速獲取專業知識。部份產品且已於二零一零／一一財政年度開始付運。

#### (二) 非本業上的多元化

工業生產已不能跟隨過往低效能的生產模式，必須發展節能、減排、環保及高效的生產之路，以配合國內的「三低一高」及「騰籠換鳥」政策。加上，各項生產成本也會相應增加，單依賴工業生產，將會提升集團風險系數。本人自二零零七年底供股集資時，已積極研究參與不同業務的可行性，透過磨合不同業務發展的路向，以拓展集團收入來源，為股東謀求更多盈利。況且，現在的宏觀環境，更為成熟，各地政府也鼓勵工業轉化為服務業，並予以相當的支持，活化地方經濟。



## Chairman's Statement 主席報告

In fact, I have decided that Karrie Group should be specialized in industrial production and I personally has started developing properties, hotel, and specialising in tourism industry and other leisure vacation businesses since the Asian Financial Turmoil in 1997. I always think that industrial production can stimulate population flow for the purpose of establishing an independent small community and therefore strive to implement the appropriate business model to achieve such idea. I believe that the local economy and community construction can be improved by appropriate business model in industrial production. I established Wedding City, hotels, supermarket, shopping mall, residential properties and various leisure facilities around our factories in Fenggang and Yantien to stimulate the economy of the surrounding areas. The establishment is well regarded with the support and trust from the local government. I believe I can assist the Group in developing and operating other types of business with my experience in those industries. The Group is still in the stage of exploration and does not have any concrete plan at the moment.

### Conclusion

After the financial turmoil last year, the global economy has become more stable and the worse time has passed. Although the Group faced numerous risks during the global financial turmoil, we were able to minimise the impact of the risk and maintain the stability of our financial performance by enhancing our corporate governance level, strictly controlling our costs and improving our system.

Both opportunities and challenges lie ahead in the forthcoming year. We shall adopt the objective of "Vision Leads New Sky" to face the challenges. Meanwhile, we shall be devoted to grow diversely to create the new opportunities for the Group.

The Group's unaudited turnover for the two months ended 31 May 2010 was HK\$457,324,000 (2009/10: HK\$295,406,000), as the unaudited turnover for these two months may not reflect the final results for the year ended 31 March 2011, investors and shareholders should exercise caution when dealing in the shares of the Company.

本人自一九九七年亞洲金融風暴後，決定以嘉利集團專注工業生產，而本人私人則開始涉獵地產、酒店、旅遊及休閒渡假等業務。並開始落實以工業帶動人流，從而建設獨立小社區之營商模式，活化社區建設及經濟。本人已於鳳崗及雁田廠房附近，建立婚紗城、酒店、超級市場、購物商場、房屋及各種休閒設施，以帶動週邊經濟，並得到當地鄉府的支持和信任，取得不俗的成績。因此，本人相信藉着自己在這些業務的寶貴經驗，有助嘉利集團在未來發展及參與不同類型的業務。現今只在探討的階段，仍未有確實之計劃。

### 總結

自去年金融海嘯爆發後至今，外圍經濟漸趨穩定，最壞的時刻已過。本集團歷練金融海嘯的洗禮，管治水平不斷提升，嚴格控制成本，不斷完善體制，努力將危機降至最低，以致業績尚算平穩。

新的一年，機遇及挑戰並存，我們必須「建願景、創新天」來迎接挑戰，以使命感來推動集團持續多元化發展，全力以赴，打造企業發展新機遇。

集團截至二零一零年五月三十一日止兩個月未經審核之營業額為457,324,000港元（二零零九／一零年度：295,406,000港元），因這兩個月之未經審核營業額未必能反映截至二零一一年三月三十一日止年度之最後業績，懇請各投資者及股東在買賣本公司股份時務須審慎行事。

# Chairman's Statement 主席報告

## FINANCIAL RESOURCES

### Robust Cash Generating Ability

With the new Capex cycle slowing down, the Group has taken a group-wide effort to improve the cash cycle. As a result, the Group maintains a net cash inflow from operating activities of HK\$107,446,000 as compared to last year's net cash inflow of HK\$147,441,000 despite a 9% decrease in turnover.

### Non-current Assets to Shareholders' Fund Ratio staying below 1

The Non-current assets to Total Equity Ratio stayed at a healthy level of 78% (2008/09: 69%). This means that the Group is using long term shareholders' fund to finance non-current assets such as plants and machinery. The sole purpose of the existing bank borrowings is to finance the working capital.

### Financing for Growth

As at 31 March 2010, the audited net bank balance was approximately HK\$31,485,000. As such, we still expect the net gearing ratio will stay at a level of below 35%. We are also following our house rule of using our profit after tax and proceeds from the Rights Issue to finance our capital expenditures:

## 財務資源

### 充裕的變現能力

隨著新一輪的固定資產投資週期漸次減慢，集團透過整體努力達至改善現金回轉週期的目標，雖然營業額下降了9%，但最後仍維持「經營活動之淨現金流入」於107,446,000港元（上年度之淨現金流入為147,441,000港元）。

### 非流動資產與權益總額比率維持於1以下

非流動資產與權益總額比率繼續維持於78%之健康水平（二零零八／零九年度：69%），代表集團之「非流動資產」如廠房及機器，皆以穩定之權益總額所支持，目前銀行借貸唯一作用為流動資金週轉用途。

### 為增長提供資金週轉

於二零一零年三月三十一日，經審核的淨銀行結存約31,485,000港元。隨着預計本年度營業額及生產成本上升，我們預計淨銀行借貸比率將維持低於35%之水平，同時亦堅持既有之原則，以除稅後溢利及前年供股所得的資金作為支持資本性開支的需要：

### Financing Capex by Profit 以溢利作為固定資產投資之資金來源

HK\$ million	百萬港元	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09	09/10
Profit After Tax	除稅後溢利	26	78	120	90	147	186	125	13	20	9
Depreciation and Amortisation	折舊及攤銷	39	34	32	34	38	50	54	60	57	48
Proceeds of Rights Issue	供股集資	-	-	-	-	-	-	-	122	-	-
		65	112	152	124	185	236	179	195	77	57
Less: CAPEX	減去：固定資產投資	65	15	24	59	62	92	92	199	115	83
Dividend/Dividends To Be Distributed	股息／將派發股息	42*	113*	92*	82	86	103*	47	4	9	6
(Deficit)/Surplus	(虧欠)／盈餘	(42)	(16)	36	(17)	37	41	40	(8)	(47)	(32)
(Net Bank Borrowings)/ Net Cash	(淨銀行借貸)／淨現金	(51)	64	34	(6)	(234)	(112)	(141)	(52)	36	31
(Net Gearing Ratio)/ Net Cash Ratio	(淨銀行借貸比率)／淨現金比率	(16%)	18%	9%	(1%)	(56%)	(21%)	(25%)	(8%)	5%	4%

\* Including special dividend

\* 包括特別股息

## Chairman's Statement 主席報告

### Resources Available

Total bank borrowings is about HK\$387,830,000. The Directors are confident that the cash in hand and bank balances of HK\$419,315,000 with banking facilities of HK\$1,229,790,000, the Group is able to meet its current operational and capital expenditure requirements and to make strategic investments when opportunities arise.

### Exchange Rate Exposure

Most of the Group's assets, liabilities and transactions are denominated either in Hong Kong dollar, US dollar or RMB. As the exchange rates of the RMB against Hong Kong dollar and US dollar rose continuously during the relevant period, the Group was exposed to exchange rate fluctuation risks and pressure on its production cost. The Group will actively communicate with its customers in order to adjust the selling prices of its products to mitigate the impact of the appreciation of the RMB on its business.

### Contingent Liabilities

As at 31 March 2010, the Group had no significant contingent liabilities.

### Tea-break with Individual Investors

We are glad that the "tea-break with individual investors" has been successfully held for 14th times. Owing to the sluggish market sentiment, particularly due to the lack of interests among investors in the shares of small industrial enterprises, the attendance rate gradually decreased over years. However, the Group adheres to the principles of "openness, fairness and equality" and believes that all investors (large or small) should have the same right to get access to the Company's information. With these principles in mind and considering that the tea-break remains to be an effective and efficient way for the Company to communicate with its investors, the Group will continue to organise tea-break with individual investors but will only hold the tea-break once annually (provisionally to be held in August each year). In the event that the investment environment improves and investors become enthusiastic in participating in the tea-break again, we will consider gradually increasing the number of tea-break per year. The next tea-break is scheduled on 6 August 2010 from 7 p.m. to 9 p.m. at Hover City Chiuchow Restaurant, 1/F., Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon (Lai Chi Kok MTR Station Exit). As part of the Group's social responsibility efforts, participants will be asked to donate at least HK\$100 to charity and the Group will match the donation up to a maximum of HK\$10,000. The Group will request the relevant charity to issue a receipt to the donor for tax deduction purpose.

### 可動用資源

現時銀行借貸約為387,830,000港元，而手持現金及銀行結餘約為419,315,000港元與及銀行借貸額1,229,790,000港元，集團有信心足夠應付現時營運與及資本性開支及如機遇出現時的策略性投資的需要。

### 匯兌風險

本集團所有資產、負債及交易主要均以港元、美元或人民幣計算，由於在有關期間內人民幣兌換港元和美元之匯率持續上升，故此對本集團的營運成本產生一定的匯兌壓力和風險。本集團將努力與客戶爭取在貨價上作出調整，以減低人民幣匯價上升對業務的衝擊。

### 或然負債

於二零一零年三月三十一日，集團並無重大或然負債。

### 與個人投資者茶敘

承蒙投資者蒞臨指導，個人投資者茶敘已成功地舉辦了十四屆。礙於市場投資氣氛轉淡，尤其是小型工業股更乏人問津，出席茶敘人數按年遞減，然本公司秉承「公開、公平及公正」之理念，認為所有投資者（不論大小）皆應同等地享有本公司資訊之平等權力。因此本公司不擬錯過與投資者交流之好機會及認為值得繼續保持一個與投資者之有效溝通渠道，故只得將每年舉辦茶敘次數減為一次（暫定於每年八月），倘將來投資氣氛好轉，投資者再次踴躍參加茶敘，本公司當會考慮按年遞增舉辦投資者茶敘的次數。下一次之茶敘將於二零一零年八月六日晚上七時至九時，假座九龍長沙灣道833號長沙灣廣場一字樓潮濠城酒樓（荔枝角港鐵站出口）舉行。此茶敘亦為本集團履行社會責任計劃之一部份，所有到場參與人士均需捐助不少於100港元予慈善機構，而本集團亦會捐出相同總額（總額上限為10,000港元）。本集團將會盡可能向相關慈善機構要求發出收據供退稅用途。

## Chairman's Statement 主席報告

Interested investors are invited to visit the Group's website at [www.karrie.com.hk](http://www.karrie.com.hk) for more details. Application form can be downloaded from the website or obtained by calling 2411-0913 during office hours. Since seats are limited, the Group will allocate the quota by lot if the total number of application is more than the seats available. Only investors whose applications are confirmed can join the function. Investors are advised to grasp this opportunity to communicate directly with the management of the Company.

### EMPLOYEES AND REMUNERATION POLICIES

At the end of March 2010, the Group had approximately 5,650 employees (approximately 6,770 employees at the end of March 2009). With a good reputation in the local community, the Group has rarely encountered major difficulties in recruiting employees.

Employee remuneration packages are determined in accordance with prevailing market standards and the employee's performance and experience. The Group will also grant bonuses to employees with outstanding performance based on its own audited business performance and the appraisal and reward system. Other employee benefits include medical insurance, "Cooperative Home & Car Ownership Scheme" and mandatory provident fund.

#### Performance Based Incentives

The standard 13th month pay was abolished in 2002 and replaced by a performance based bonus system and more objective performance assessment. Employees with outstanding performance will receive bonus higher than what they would have received before the new system was implemented.

#### Dividend

The Board has recommended to pay a final dividend of HK1 cent (2008/09: HK1.5 cents) per share to shareholders whose names appear on the Register of members of the Company on 3 September 2010. Together with the interim dividend, total dividend paid for this year amounted to HK1 cent (2008/09: HK1.5 cents) per share. The final dividend, subject to the approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 3 September 2010, will be payable to those entitled on 20 September 2010.

如投資者對上述活動有興趣，歡迎瀏覽本集團網頁[www.karrie.com.hk](http://www.karrie.com.hk)索取更詳細資料，報名表格可於本集團網頁直接下載或於辦公時間內致電2411-0913索取。由於場地座位有限，如人數超過限額，本集團會以抽籤形式分配名額。所有出席茶敘之人仕必須事先獲確認登記，方可入座。請各位投資者把握與本公司管理層對話之機會。

### 僱員及薪酬政策

於二零一零年三月底，集團於期內平均聘有僱員約5,650人（去年同期平均約6,770人）。由於集團在當地建立了良好的信譽，故此於招聘人員上並未遇到重大困難。

僱員薪酬乃根據一般市場標準及僱員之表現及經驗釐定，集團並會根據公司已審核的業績透過獎賞評核政策，對有良好表現的員工發放花紅。其他員工福利包括醫療保險、「合作置業及置車計劃」及強制性公積金。

#### 表現為先

於二零零二年起取消固有的第十三個月薪金，取而代之推出與表現掛勾的獎金制及較客觀的表現評估，有超卓表現的員工則會獲發比以往更為可觀的獎金。

#### 股息

董事會已建議派發末期股息每股1港仙（二零零八／零九年度：1.5港仙）予所有於二零一零年九月三日當日名列於本公司股東名冊內的股東；連同中期股息，全年股息共達每股1港仙（二零零八／零九年度：1.5港仙）。需待本公司股東將於二零一零年九月三日舉行之股東大會批准後，末期股息將於二零一零年九月二十日派予本公司合資格股東。

## Chairman's Statement 主席報告

### AUDIT COMMITTEE

The Company has established an audit committee made up of one non-executive director and three independent non-executive directors whose duties include reviewing and supervising the Company's financial reporting process and internal control systems. The audit committee and the management have reviewed the accounting principles and major policies adopted by the Group and have discussed the auditing, internal control and financial reporting matters with the external auditors during the year. The audit committee has reviewed the consolidated results of the Group for the year ended 31 March 2010.

### APPRECIATION

I would like to thank our customers, suppliers, bankers, shareholders and others who have extended their invaluable support to the Group particularly during the global financial turmoil, and my fellow Directors, managers and all staff for their considerable contributions to the Group.

As at the date of this annual report, the Executive Directors are: Messrs. Ho Cheuk Fai, Kwok Wing Kin, Francis and Lee Shu Ki; the Non-executive Director is: Mr. Ho Cheuk Ming; the Independent Non-executive Directors are: Messrs. So Wai Chun, Chan Sui Sum, Raymond and Fong Hoi Shing.

By Order of the Board

**Ho Cheuk Fai**  
Chairman

Hong Kong, 19 July 2010

### 審核委員會

本公司已成立審核委員會，該委員會現由一位非執行董事及三位獨立非執行董事組成。審核委員會負責處理審核範圍內的事宜，包括審視及監督本公司之財務申報程序及內部監控。審核委員會及管理層已審閱本集團已採納之會計準則及主要政策，並與外部核數師就本年度之審計、內部監控及財務報告進行商討。審核委員會已審閱本集團截至二零一零年三月三十一日止的綜合業績。

### 感謝

本人謹向於環球金融海嘯期間一直鼎力支持集團的所有客戶、供應商、銀行家、股東、以及所有給予本公司支持者致以衷心致謝。此外更感謝一直為集團作出寶貴貢獻之董事、經理及員工們。

於本年報日期，本公司執行董事為何焯輝先生、郭永堅先生及李樹琪先生；非執行董事為何卓明先生；以及獨立非執行董事為蘇偉俊先生、陳瑞森先生及方海城先生。

承董事會命

主席  
何焯輝

香港，二零一零年七月十九日



# Chairman's Statement 主席報告

## APPENDIX 1

### Special Characteristics of Our Business Model

#### A Hypothetical Example (Simplified and generalized for easy understanding)

##### 1. Quotation Phase

- Around 12 to 15 months prior to shipment, Customer A sends out Request for Quotation (RFQ) for a project to all “qualified suppliers”.

##### 2. Project Confirmation Phase

- Customer A confirms the placement of the project to us;
- Customer A also provides shipment forecast for the next 18 to 24 months, which is the normal life cycle of a project.

##### 3. Moulds and Prototype Making Phase

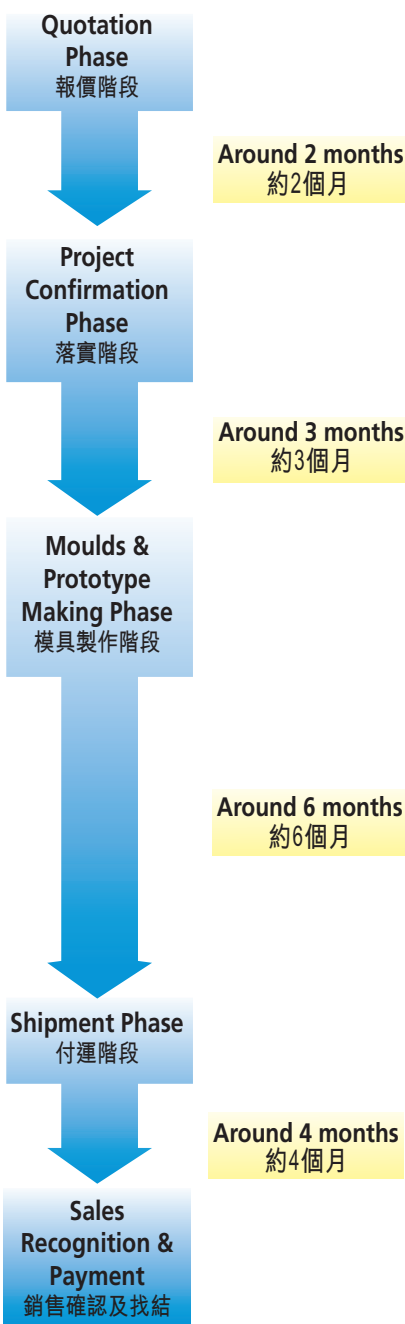
- According to Customer A's specification, we start to perform the design works, make the moulds and prototype;
- This process would take around 6 to 12 months;
- Customer A would also work with our purchasing department on electronics components and the list of qualified suppliers for such components.

##### 4. Shipment Phase

- Customer A finalizes and revises the final shipment schedule;
- We start manufacturing and ship goods to just-in-time (JIT) inventory warehouses.

##### 5. Sales Recognition and Payment

- Customer A takes goods from JIT warehouses;
- We get paid after the normal credit period (generally 60 days).



## 附錄一

### 經營模式之特色

假設舉例 (為方便大家容易理解，下列之過程以簡化形式表達)

#### 1. 報價階段

- A客戶就某一產品之項目，於付運前約12至15個月向所有「合格供應商」要求報價，包括集團在內。

#### 2. 落實階段

- A客戶確認將有關產品項目交予集團負責；
- 我們得到該產品未來18至24個月的落貨預測，此亦是一般產品壽命週期。

#### 3. 模具製作階段

- 集團按照A客戶所提供的規格要求進行設計工作，並製作生產模具及首辦；
- 此工序大概需時6至12個月；
- A客戶亦會就產品所需之電子零件，與採購部門商討指定供應商及相關審批程序。

#### 4. 付運階段

- A客戶發出修訂付運時間表；
- 完成生產及將成品付運至「即時付運」系統中轉貨倉。

#### 5. 銷售確認及找結

- A客戶從「即時付運」系統中轉貨倉提取成品；
- 客戶按照相關找結方式 (一般為60天) 付款。

# Chairman's Statement 主席報告

## APPENDIX 1 (Cont'd)

### Special Characteristics of Our Business Model (Cont'd)

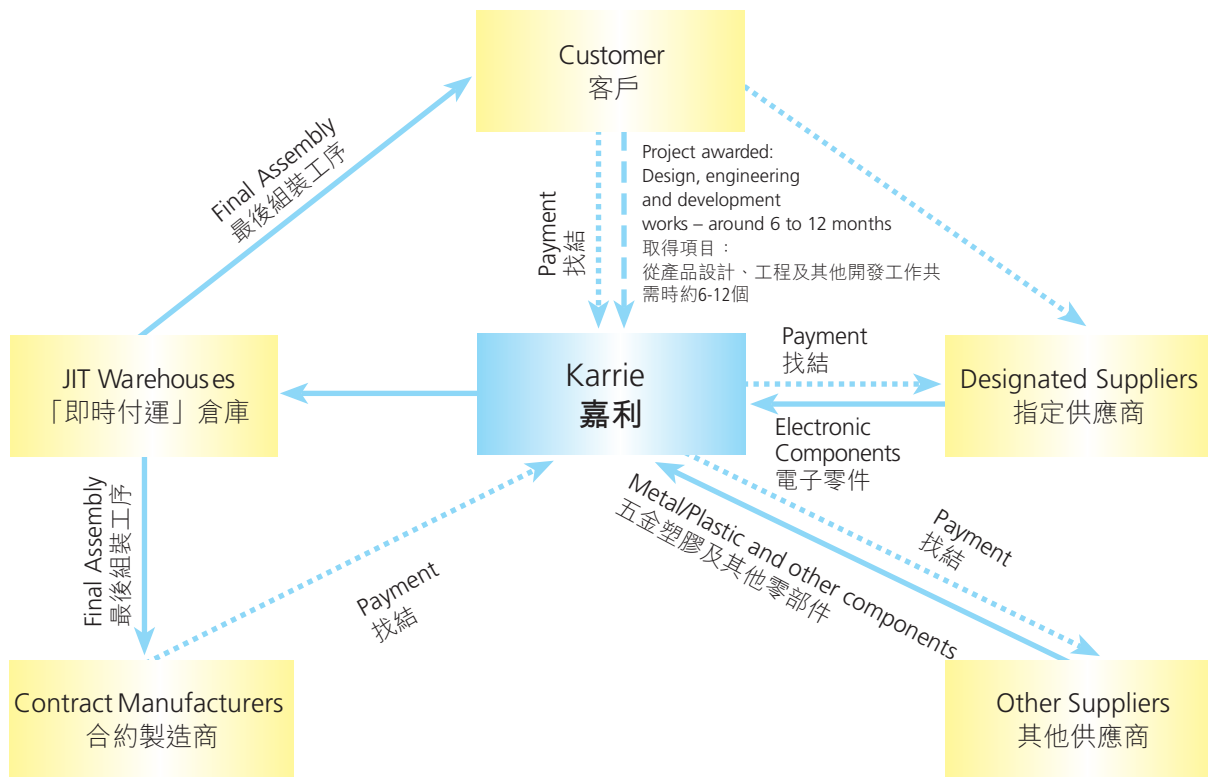
As in most cases the Group is the sole supplier for the confirmed project and the related engineering works have largely been completed, our problem is therefore one of production, and not of marketing (2003/04 Annual Report, page 26).

## 附錄一 (續)

### 經營模式之特色 (續)

由於集團通常是客戶個別產品項目之唯一供應商，而有關項目經已與新舊客戶取得落實，相關之工程準備工作亦大致完成，故現時所要關注的是如何完成生產任務，而非訂單（二零零三／零四年度年報第二十六頁）。

**Generalised Flow Chart of the Supply Chain Management System**  
 供應鏈管理系統一般運作流程圖



## Chairman's Statement 主席報告

### APPENDIX 1 (Cont'd)

#### Special Characteristics of Our Business Model (Cont'd)

Some or all of the following characteristics apply to our dealings with customers. Such characteristics have been generalized/simplified to enable easy understanding:

1. We deal with projects, which can take one year from initial project confirmation, development and engineering works to final shipment of goods. A project's shipment cycle can run for 18 to 24 months.
2. We do not normally have a large order backlog because the customers' adoption of either the just-in-time inventory (JIT), rolling forecast, Electronic Data Interexchange (EDI) or a combination of the above methods.
3. Usually we are the sole supplier for a particular project and therefore have the obligation to ship goods to customers even if the sales volume is much higher than the initial projection.
4. Most of our customers are not retailers, but manufacturers themselves. Some of them even have factories in China. Most of the electronic components are either sourced through the customers or their designated suppliers.
5. While the metal and plastic enclosures business is an integral part of the computer and computer peripheral sector, the industry thrives only in Taiwan but not in Hong Kong.
6. Our customers are mostly multi-national companies. Thus we frequently encounter such situation like project originated in Japan, components assembled in China while the final products shipped to Asia or Europe. Our definition of breakdown by market is by shipment destination rather than country of origin of the customers.

### 附錄一 (續)

#### 經營模式之特色 (續)

以下的幾點經營特色或多或少是我們與客戶之間生意上交往時會遇到的，方便大家理解，已將下列之特色簡化表達：

1. 我們接回來的生意一般是以項目形式進行，而每個項目從開發，工程設計到起辦，至成品付運，整個過程為時約一年，而項目本身之週期為18至24個月。
2. 一般我們並無大量的實單在手，因為客戶落單以即時付運(JIT)，滾動式的預算表又或以電子信息交換系統(EDI)進行。
3. 很多時我們所負責的項目都是客戶該項目的唯一供應商，因此就算客戶突然將訂單數量增加，我們亦有責任準時付運。
4. 我們的客戶大多是廠家，而非零售商，有些更於中國設有廠房，大部份的電子零件都是客戶指定供應商又或是他們自己提供的。
5. 雖然五金塑膠外殼業務乃電腦及其週邊產品的核心部份，但這行業於台灣遠比香港盛行。
6. 我們的客戶大部份屬國際知名品牌，故很多時會出現如下情況：客戶之項目源自日本，但在中國生產，成品最終付運到亞洲及歐洲等地。而我們對於市場分佈之界定則以成品付運終點站為準，而非客戶來自那個國家。



## Chairman's Statement 主席報告

### APPENDIX 2

#### Corporate Governance

1. Establishment of an Executive Committee to improve decision-making efficiency. The day-to-day operations of the Group are now in the hands of a group of professional managers;
2. Efforts to improve transparency
  - disclosing in annual report detailed explanation of corporate strategies and the rationale behind;
  - meeting with individual shareholders annually through a new “tea-break” program;
  - disclosing price sensitive information on a timely basis, including continuing connected transaction, profit warning and discloseable transaction.
3. Clearly defined dividend policy of payment of 30%\* or more of the profit attributable to shareholders;
4. Clearly defined ROE objective of 20%;
5. Clearly defined future turnover targets;
6. Establishment of vision through clearly defined missions, values and objectives;
7. Encouraging executive directors to hold at least 500,000 shares of the Group;
8. Willingness to share wealth created with all shareholders through dividend. Since 2000/01, the aggregated amount of the Group's dividends paid/payable is around HK\$583,234,000 or around 83% of the shareholders' fund.

Remarks: \* Because of the importance of maintaining financial stability in this crucial period of a CAPEX cycle, the Directors reserve the right of changing this guideline without prior notice.

### 附錄二

#### 企業管治

1. 成立執行委員會加快決策效率，集團日常營運交由一群專業管理人員處理；
2. 致力提高透明度
  - 於年報中詳細解釋集團策略與其背後之理念；
  - 每年舉行「茶敘」活動與個人投資者會面；
  - 適時公佈價格敏感資料，包括持續關連交易、盈利警告及須予披露交易。
3. 將股東應佔溢利之30%\*或以上用作派息作為集團之派息政策；
4. 清晰釐定股東權益回報率目標為20%；
5. 清晰釐定集團未來銷售目標；
6. 透過清晰之使命、價值觀及目標，從而建立願景；
7. 鼓勵各執行董事持有不少於500,000股集團股份；
8. 願意透過派發股息與各股東一同分享財富；自二零零零／零一年度開始，集團已派發／擬派發現金股息約583,234,000港元，或約佔股東資金83%。

註：\* 由於投資期內保持財務穩定相當重要，因此董事會保留無需提前通知而更改此股息派發指引之權利。

## Chairman's Statement 主席報告

## APPENDIX 3

## 附錄三

## Dividend and Dividend Policy:

股息及股息政策：

An unbroken 13 years' record of dividend payment

13年以來派息從未間斷

The Group's policy to distribute 30% or more of its profits attributable to shareholders as dividend

集團既定股息政策為股東應佔溢利30%或以上用作派息

All dividend paid shown below is in HK cents per share

下列每股派發之股息全以港仙計算

	Interim 中期	Final 末期	Subtotal 小計	Interim Special 中期 特別股息	Final Special 末期 特別股息	Special Subtotal 特別股息 小計	Total 合計	Dividend Payout Ratio 股息 派發比率	
								(Excluding)* (不包括在內)*	(Including)# (包括在內)#
1997/98	Nil 無	<b>1.00</b>	1.00	Nil 無	Nil 無	<b>Nil 無</b>	<b>1.00</b>	13%	N/A 不適用
1998/99	2.00	<b>2.00</b>	4.00	Nil 無	Nil 無	<b>Nil 無</b>	<b>4.00</b>	58%	N/A 不適用
1999/00	2.20	<b>2.20</b>	4.40	Nil 無	Nil 無	<b>Nil 無</b>	<b>4.40</b>	77%	N/A 不適用
2000/01	1.10	<b>3.80</b>	4.90	Nil 無	6.20	<b>6.20</b>	<b>11.10</b>	69%	156%
2001/02	5.00	<b>5.90</b>	10.90	5.00	14.10	<b>19.10</b>	<b>30.00</b>	50%	138%
2002/03	8.00	<b>11.00</b>	19.00	Nil 無	5.00	<b>5.00</b>	<b>24.00</b>	60%	75%
2003/04	8.00	<b>12.00</b>	20.00	Nil 無	Nil 無	<b>Nil 無</b>	<b>20.00</b>	87%	N/A 不適用
2004/05	8.50	<b>12.50</b>	21.00	Nil 無	Nil 無	<b>Nil 無</b>	<b>21.00</b>	58%	N/A 不適用
2005/06	9.00	<b>13.00</b>	22.00	Nil 無	3.00	<b>3.00</b>	<b>25.00</b>	48%	55%
2006/07	8.50	<b>3.00</b>	11.50	Nil 無	Nil 無	<b>Nil 無</b>	<b>11.50</b>	38%	N/A 不適用
2007/08	0.75	<b>Nil 無</b>	0.75	Nil 無	Nil 無	<b>Nil 無</b>	<b>0.75</b>	27%	N/A 不適用
2008/09	Nil 無	<b>1.50</b>	1.50	Nil 無	Nil 無	<b>Nil 無</b>	<b>1.50</b>	39%	N/A 不適用
2009/10	Nil 無	<b>1.00</b>	1.00	Nil 無	Nil 無	<b>Nil 無</b>	<b>1.00</b>	45%	N/A 不適用

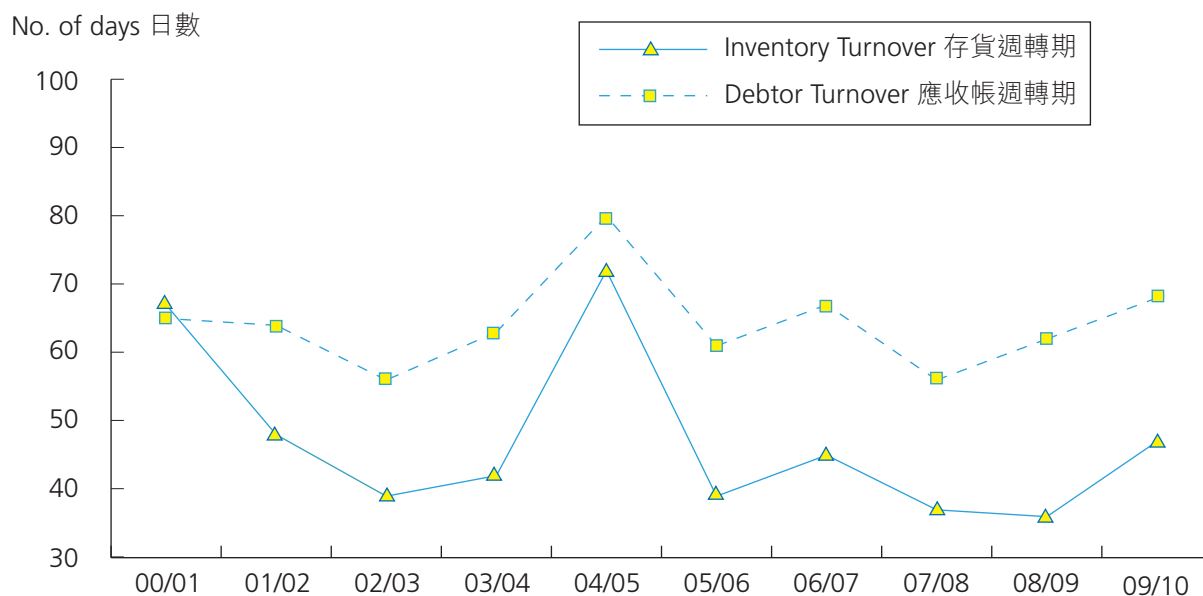
Remarks: \* Excluding special dividend  
備註： \* 不包括特別股息# Including special dividend  
# 包括特別股息

# Chairman's Statement 主席報告

## APPENDIX 4

## 附錄四

### Inventory & Debtor Turnover 存貨及應收帳週轉期



(no. of days) (日數)	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09	09/10
Inventory Turnover 存貨週轉期	67	48	39	42	72	39	45	37	36	47
Debtor Turnover 應收帳週轉期	65	64	56	63	80	61	67	56	62	68

Inventory turnover (Base on year end stock value/Cost of Sales) x 365 days  
Debtor turnover (Base on year end debtors/Turnover) x 365 days

存貨週轉期 (以年終存貨值 / 銷售成本) x 365日  
應收帳週轉期 (以年終應收帳 / 營業額) x 365日

### Inventory Turnover Days 存貨週轉期

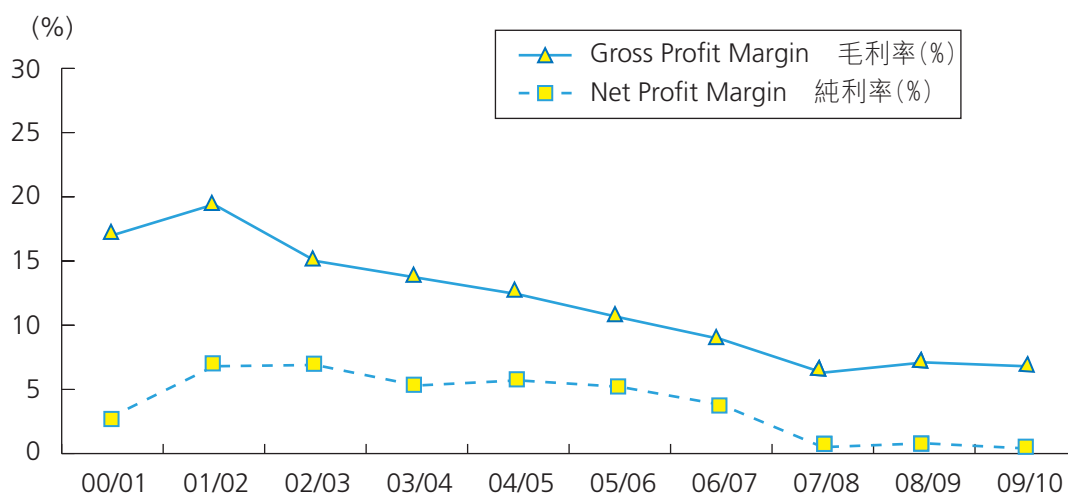
(no. of days) (日數)	08/09	09/10	Change 變幅%
Raw Materials 原料	19	26	+37%
WIP 半製品	6	8	+33%
Finished Goods 製成品	11	13	+18%
Total 合計	36	47	+31%

# Chairman's Statement 主席報告

## APPENDIX 5

## 附錄五

**Gross Profit Margin & Net Profit Margin**  
 毛利率與純利率走勢圖



(%)	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09	09/10
Gross Profit Margin 毛利率	17.0	19.4	15.0	13.7	12.4	10.7	9.1	6.4	7.2	6.8
Net Profit Margin 純利率	2.9	6.8	6.9	5.3	5.7	5.2	3.8	0.5	0.8	0.4
<i>HK\$(million) (百萬港元)</i>										
Turnover/Revenue 營業額／收入	893	1,156	1,738	1,693	2,563	3,597*	3,328*	2,803*	2,464*	2,245*
Profit for the year 本年度溢利	26	78	120	90	147	186	125	13	20	9

\* Revenue = Turnover + Other gains  
 收入 = 營業額 + 其他收益

## Chairman's Statement 主席報告

### APPENDIX 6

#### FAQ

#### BUSINESS

1. What is so special about Karrie's business model?

- Normally we deal with projects, which can take one year from initial project confirmation, development and engineering works to final shipment of goods. A project shipment cycle can run for 18 to 24 months.
- Usually we are the only vendor for a particular project confirmed. Combined with the 18 to 24 months shipment cycle, we are bestowed with relatively long-term business visibility. (2004/05 Annual Report, page 60)

2. Would rising cost of raw material affect the performance of the Group?

Under the Group's versatile 'Total Transparent Cost Plus Pricing Mechanism' most of the raw materials other than electro-galvanized steel plates are sourced through the customers or through suppliers designated by the customers. A rise in raw material price (other than steel) has only a marginal impact on the bottom line. (2004/05 Annual Report, page 18)

3. Experts say RMB is going to appreciate more in the coming two years. What is the impact on the Group?

- RMB payments represents about 15% of the total cost of sales.
- As most of our competitors are also based in China and on the basis that customers stick to their present purchasing practice, in theory we could raise price to cover the increase in cost over the time.

4. To whom do Karrie sell its products?

Our products, including computer server casings, laser printers, magnetic tape drive, are mainly sold to multi-national customers.

### 附錄六

#### 常見問題

#### 業務

1. 嘉利之經營模式有何特別？

- 我們接回來的生意一般是以項目形式進行，而每個項目從開發，工程設計到起辦，至成品付運，整個過程為時約一年，而項目本身之週期為十八至二十四個月。
- 通常我們所負責的項目都是客戶該項目的唯一供應商，加上一般產品之壽命週期為十八至二十四個月，因而我們對生意前景有相對較長線的洞悉力。(二零零四／零五年度年報第六十頁)

2. 原料成本不斷上漲會否對集團的表現有所影響？

根據集團多變的「全透明成本加利潤報價模式」，除鐵料外，大部份原料均是由客戶負責採購又或是由客戶指定供應商所提供，故此原料價格（鐵料除外）上升只會對集團帶來輕微影響。(二零零四／零五年度年報第十八頁)

3. 有專家指出未來兩年人民幣仍然會持續升值，這對集團有何影響？

- 採用人民幣找結的總額佔整體銷售成本約15%。
- 由於集團大部份之競爭對手之生產基地亦設於中國，理論上長遠而言，基於客戶仍會按照現有之採購模式於中國採購，相信大家都會一致向客戶要求加價，以彌補成本上升的。

4. 嘉利所制的產品銷售對象是誰？

我們製造的產品包括電腦伺服器外殼、鐳射打印機、磁帶解碼機等，大部份均是售予一些國際性知名的客戶。

## Chairman's Statement 主席報告

### APPENDIX 6 (Cont'd)

#### CAPEX, DIVIDEND AND FINANCE

5. Are you worried about a high level of bank borrowings?

- The Group's shareholders fund is much higher than the non-current assets meaning that the Group is financing its non-current assets through stable shareholders' fund rather than bank borrowings;
- Any increase in net bank borrowings could therefore be attributed to the increased working capital requirement due to an increase in turnover. This is a positive news but not the otherwise.

6. What is the status of new Yu Quan and Yi Xing Plants?

- The site area of Yu Quan Plant is approximately 240,000 sq. m. as compared to the combined site area of 89,000 sq. m. of the existing Yan Tien Plant and Fenggang Plant;
- We will build Yu Quan Plants in various phases depending on the economic conditions. Phase I has launched production in October 2006;
- Phase II of Yu Quan Plant was completed by end of 2008 and has launched production;
- It is expected that Phase III of Yu Quan Plant to be completed by the end of 2010;
- Yi Xing Plant has commenced production in February 2010.

7. Is Karrie going to change its dividend policy because of the capex and working capital requirements?

- Our dividend policy is to pay out 30%\* or more of the profit attributable to shareholders;
- In 2009/10, we paid out a total of HK1 cent as dividend (payout ratio: 45%), making the 13th year of unbroken dividend payment record;

\*Remarks: Because of the importance of maintaining financial stability in this crucial period of a CAPEX cycle, the Directors reserve the right of changing this guideline without prior notice.

### 附錄六 (續)

#### 固定資產投資、股息及財務方面

5. 你們有否擔心過高借貸情況？

- 集團股東資金比「非流動資產」為高，代表著集團之「非流動資產」是以穩定的股東資金所支持的，而非經由銀行借貸；
- 任何淨銀行借貸之上升乃由銷售額增長帶動流動資金需求增加的，這是正常不過的現象，絕無不妥當。

6. 目前新的玉泉及宜興廠房興建進度如何？

- 目前的雁田及鳳崗廠房兩者相加之佔地面積只有89,000平方米，至於玉泉廠房之佔地面積約240,000平方米；
- 我們將會根據經濟狀況將玉泉廠房劃數個階段興建，而第一期已於二零零六年十月正式投產；
- 玉泉廠房第二期工程已於二零零八年底完成及正式投產；
- 預期玉泉廠房第三期工程將於二零一零年底完成；
- 宜興廠房於二零一零年二月正式投產。

7. 因應目前之固定資產投資及流動資金的需求，嘉利會否改變股息政策？

- 我們的股息政策是將股東應佔溢利的30%\*或以上作為股息；
- 於二零零九／一零年度我們每股派發1港仙作為股息（派發比率為45%），並連續十三年保持派息記錄；

\*註：由於投資期內保持財務穩定相當重要，因此董事會保留無需提前通知而更改此股息派發指引之權利。



## Chairman's Statement 主席報告

### APPENDIX 6 (Cont'd)

#### CORPORATE GOVERNANCE AND OTHERS

8. Should you worry about the corporate governance standard of Karrie?

- For three consecutive years from 2003-2005, fund managers and research analysts have voted Karrie as one of the best-managed companies in Hong Kong in the Asiamoney Polls. In the 2004 Poll, Karrie was voted as the second best in Corporate Governance in Hong Kong. In 2005 Karrie was voted as the best small cap in the same poll;
- We have made detailed explanation of corporate strategies and the rationale behind in our annual reports and our effort was recognised by Hong Kong Management Association and awarded with "Honorable Mentions" in 2006 and 2007 Best Annual Report Award, also being awarded with 2007 IR Magazine Award "Best Annual Report and Other Corporate Literature" Award. In 2008, we had been awarded "Citation for Achievement in Corporate Governance Disclosure" in the 2008 Hong Kong Management Association Best Annual Reports Award;
- Since 2001 the day-to-day operation of Karrie has been in the hands of a group of professional managers. The management team is not related to the controlling shareholder;
- Karrie is also willing to share with shareholders the wealth created through distribution of dividend. Since 2000/01, the aggregated amount of the Group's dividends paid/payable is around HK\$583,234,000 or around 83% of the shareholders' fund as at 31 March 2010;
- To increase its transparency, Karrie
  - a. arranges "tea-breaks" with individual shareholders annually;
  - b. publishes an easy-to-read annual reports with graphs, tables and other useful information; and
  - c. discloses price sensitive information on a timely basis.

9. Who are the major shareholders?

- As at 30 June 2010, the Ho's family/New Sense Enterprises Limited held around 56% of the issued share capital of the Company.

### 附錄六 (續)

#### 企業管治及其他

8. 我們應否擔憂嘉利的企業管治水平?

- 嘉利於二零零三至二零零五連續三年於「亞洲貨幣雜誌」選舉中被機構投資者及證券分析員推許為優秀企業。於「二零零四年度選舉」中，嘉利被選為「香港最佳企業管治表現」第二名。於「二零零五年度選舉」更獲選為「香港最佳管理公司－小型企業」第一名；
- 於年報中詳細解釋集團策略與其背後之理念，此舉取得「香港管理專業協會」認同並獲頒發二零零六及二零零七年度「最佳年報選舉」之優異年報獎項，同時亦獲「投資者關係雜誌」二零零七年度「最佳年報及企業文獻」第一名。於二零零八年，本集團獲得「香港管理專業協會」二零零八年度「最佳年報選舉」之「優秀企業管治資料披露獎」；
- 嘉利自二零零一年開始交由一班專業管理人士負責日常營運工作，所有成員均與控股股東無親屬關係；
- 嘉利亦願意透過派發股息與股東們分享財富，自二零零零／零一年度開始，截至二零一零年三月三十一日集團合共已派發／擬派發之現金股息約583,234,000港元，佔股東資金的83%；
- 為了提高透明度，嘉利
  - a. 每年為個人投資者舉行茶敘活動；
  - b. 年報制作考慮「用者為先」，透過簡淺的圖畫、圖表及其他有用資料加以表達；及
  - c. 適時公佈價格敏感資料。

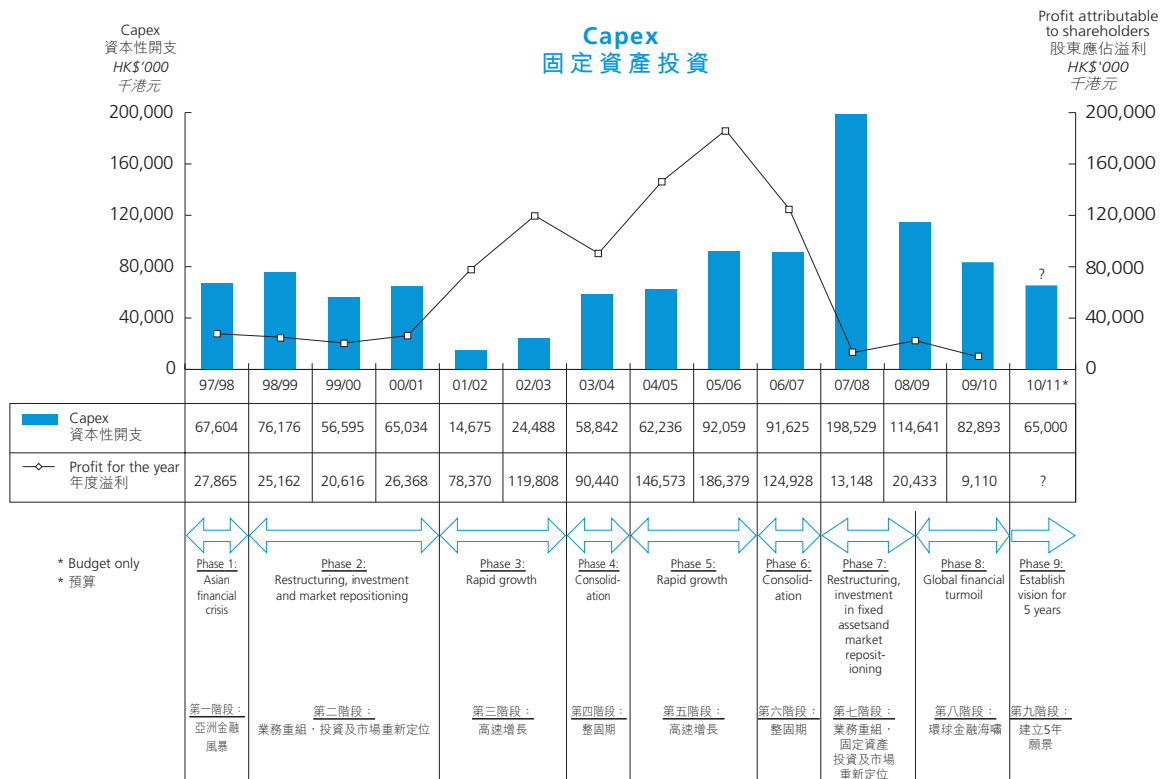
9. 誰是集團的主要股東?

- 截至二零一零年六月三十日止，何氏家族／New Sense Enterprises Limited持有股份約為56%。

# Chairman's Statement 主席報告

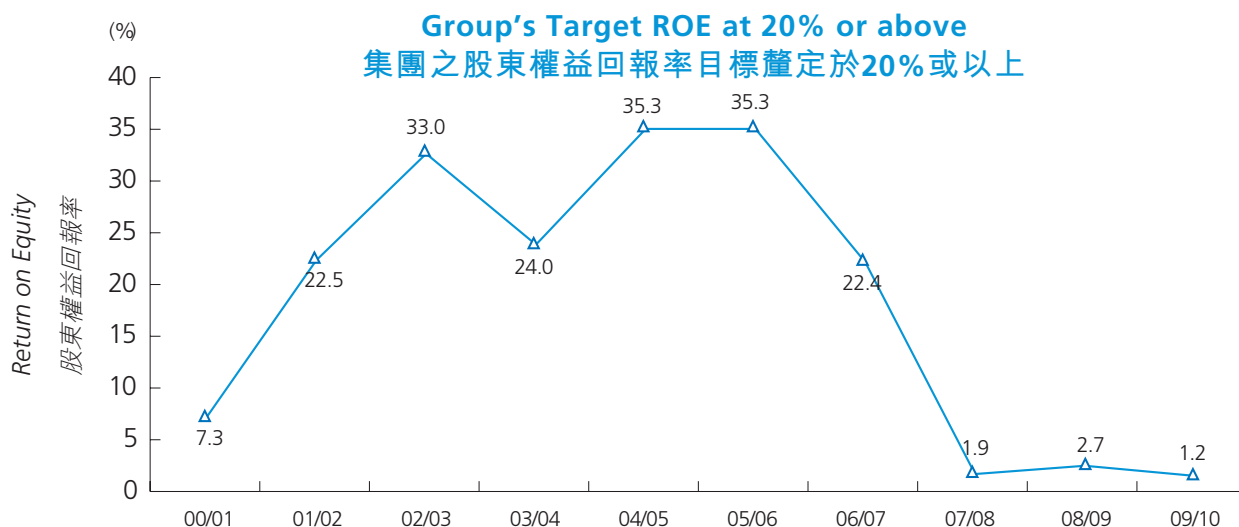
## APPENDIX 7

## 附錄七



## APPENDIX 8

## 附錄八



HK\$ (m)  
港幣百萬

		00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09	09/10
Profit after Tax	除稅後溢利	26	78	120	90	147	186	125	13	20	9
Total Equity	總值權益	356	347	364	375	416	527	557	676	741	741
<b>Return on Equity (%)</b>	<b>股東權益回報率(%)</b>	<b>7.3</b>	<b>22.5</b>	<b>33.0</b>	<b>24.0</b>	<b>35.3</b>	<b>35.3</b>	<b>22.4</b>	<b>1.9</b>	<b>2.7</b>	<b>1.2</b>

# Sustainability Report 可持續發展報告書

## Karrie on Perpetual Motion:

Persistence

Consistence

Continuance

### INTRODUCTION

The Group has published particulars of its corporate social responsibility on a yearly basis since its listing in 1996, and has incorporated the Sustainability Report as a separate section in its annual report since last year (2008/09). Upholding the tenet of “Karrie on Perpetual Motion”, the Group has committed to the fulfilment of its social responsibilities in all aspects under the principles of persistence, consistence and continuance. The Group is of the view that “High aspiration makes strong practitioners”. We must adhere to the established plans and accomplish the objectives, mission and tasks set in line with the vision we pursue. At the same time, we need to build a corporate reputation highlighted with the concept of “Karrie on Perpetual Motion” with the relentless, concerted and dedicated efforts of our staff to ensure sustainable development of the Group.

Regarding the “DIRECT” mission of the Group, details of which are set out on page 24 in this annual report, the “E” therein represents “Environment & Enterprise Sustainability” which is closely related to the theme of this report. We aim to become one of the most popular employers. And to become a popular employer, we have to be a manufacturer committed to fulfilling corporate social responsibility, creating a sense of belonging among its employees and thus reducing the staff turnover rate and maintaining a stable workforce. The corporate social responsibility has been incorporated into our long-term strategy and mission. To become a popular employer, the Group has adopted the following measures:

- (I) Balancing interests and sharing values
- (II) Establishing a dedicated team to concertedly build the “Karrie” brand
- (III) Contributing to community development and establishing the relationship as a partner
- (IV) Striving for the Best Corporate Governance and adhering to the Principle of Integrity

## 嘉建於恒：

堅持

一致

延續

### 前言

本集團自上市後（一九九六年），每年均有刊載本集團企業社會責任之情況，自去年始（二零零八／零九年報）將可持續發展報告書獨立成一部份刊發。延續「嘉建於恒」之精神，本集團必須本着堅持、一致及延續以落實社會責任各方面的工作。本集團相信「強行者有志」，方向既定必須堅持，朝着所堅持的願景而訂定之一致目標、使命及任務，不走多餘彎路，這有賴各員工努力不懈，攜手同心，用心去做，持續發展，合力共建企業名聲，彰顯「嘉（家）建於恒」的理念。

就本集團所訂定之「DIRECT」使命（詳情見本年報第24頁），其中「E」即環境及企業可持續發展(Environment & Enterprise Sustainability)與本文關係最為直接，我們希望成為最受歡迎僱主之一，作為受歡迎的僱主，希望是有良好企業社會責任的製造商，員工有歸屬感，從而員工流失率下降，員工較為穩定。企業社會責任已被納入長遠策略及使命。為成為受歡迎的僱主，本集團採納多項措施：

- (I) 均衡權益，價值共享
- (II) 建立團隊，齊心建「嘉」
- (III) 夥伴關係，建設社區
- (IV) 企業管治，維持誠信

## Sustainability Report 可持續發展報告書

- (V) Maintaining professional development and staff training
- (VI) Ensuring green production and environmental protection
- (VII) Sustaining development of the Group and winning public recognition

### (I) Balancing interests and share values

Karrie's ability to become a successful integrated electronic manufacturing service provider depends upon its ability to protect and balance the interests of various stakeholders, including shareholders, employees, suppliers, business partners, regulators, public investors, the media and the local government, etc. To this end, it is necessary for Karrie to understand the expectations and needs of all stakeholders. For instance, in order to facilitate communication with its investors and shareholders, Karrie holds tea break each year in addition to the annual general meeting. Members of the management will attend the tea break and answer queries raised by shareholders. In addition, the Group also delegates employees to attend various events and meetings, with a view to enable the employees to have a better understanding of the market trends and the latest amendments to the relevant laws and regulations.

The economic benefits generated by the Group are distributed to various stakeholders in different ways, such as:

- (a) Shareholders: According to the existing dividend policy, 30% of the profit attributable to shareholders are paid to shareholders by way of dividend. The Group has declared and paid dividends for 13 consecutive years.
- (b) The public: Through participation in various public welfare activities and charitable donations (for details please refer to Section III headed "Contribution to community development as a partner" of this report).

- (V) 發展專業，培訓人才
- (VI) 綠色生產，環境保護
- (VII) 持續發展，你的認同

### (I) 均衡權益，價值共享

嘉利是否一個成功之綜合電子代工合作伙伴，乃基於能否保障不同權益者之利益，平衡各方利益。權益者包括各股東、僱員、供應商、業務夥伴、監管機構、投資大眾、傳媒及各地政府等。嘉利必須了解各權益者的期望及需要。例如：為與投資者及股東溝通，除了既定的股東週年大會，嘉利還每年皆舉辦茶敘，管理層皆出席茶敘，以解答各投資者的提問。此外，本集團亦有派員工出席各項活動及會議，使員工更為了解市場趨勢及最新修訂的法例。

本集團所產生的經濟利益皆以不同途徑分發予不同權益人，例如：

- (a) 股東：透過股息，本集團十三年來派息從未間斷，既定了股息政策為股東應佔溢利30%。
- (b) 公眾：透過參與各項公益活動及慈善捐款（詳情請參閱本報告書第三節「夥伴關係，建設社區」）。

## Sustainability Report 可持續發展報告書

(c) Employees: By way of salary and other incentives. As at the end of March 2010, the Group had approximately 5,650 employees, providing great employment opportunities for the local community. In addition, in March 2010, the Group granted a total of 30,200,000 share options to 150 individuals (representing the highest number of grantees in history) who were all employees of the Group and its associated companies, at a subscription price of HK\$0.55 per share. Such grant of share options was intended to provide key employees with the bounty of rising share price as a result of their collaborated efforts.

(c) 僱員：透過薪金及其他獎勵。於二零一零年三月底，本集團聘請僱員約5,650人，為地方提供就業機會。加上，本年三月，本集團以每股認購價HK\$0.55授出購股權合共30,200,000股予150人（人數為歷次最多），皆為本集團及聯營公司之僱員，授出購股權的目的是意欲與主要僱員分享一同努力致使股價上揚的成果。

### (II) Establishing a dedicated team to concertedly build the “Karrie” brand

Karrie attaches great importance to talented people, and regards employees as indispensable assets of the Group who are committed to the continuous growth of the Group. Looking back at the year full of challenges, Karrie was committed to (a) the fulfilment of its social responsibilities, (b) attaining the long-term development and (c) the provision of better welfare for employees in protecting the interests of different stakeholders. Therefore, Karrie should coordinate and balance such interests cautiously. In addition, Karrie is committed to the improvement of the relevant mechanism, so as to ensure that employees are treated in a fair and equal manner, and their rights and interests are duly protected. Under the people-oriented principle, Karrie pays great attention to humanity development and the concerns and well-being of employees. Furthermore, Karrie also pays attention to the employees’ requests, which are managed in accordance with the principles of law (system) → reason (basis and grounds) → sentiment (emotion) with a view to achieve a win-win situation.

### (II) 建立團隊，齊心建「嘉」

嘉利一向重視人才，僱員乃為本集團的重要資產，不可或缺，一起致力為集團共同持續增長。在過去充滿荊棘的一年，嘉利肩負着(a)社會責任(b)長遠發展及(c)僱員利益。而其中涉及不同的權益人利益，故嘉利必須慎思篤行，協調平衡。致力完善機制，確保僱員獲公平及平等的待遇、權利及權益皆獲得保障。嘉利本着以人為本的精神，極力關注人性發展，注重員工心聲，理解工人疾苦。並十分重視員工的訴求，皆依循法（制度）→理（制據）→情（感情）的方式處理，冀望能達各方皆贏的局面。

## Sustainability Report 可持續發展報告書

Further, the Company also understands the importance of keeping balance between work and leisure time for employees who want to have a rich personal life in addition to a successful career. To this end, various social activities named as “Let’s Climb the Mount Wutong Hand in Hand” (牽手梧桐山，同心攀高峰), “Gather at Successful Land” (成功嶺鵲橋會) and “Have a Date with Hill and Sea” (海山密約，緣來有你) were held to provide a platform for single employees to find their love and not feel lonely in anticipation that employees can build a happy family while earning a living far from home and thus be devoted to work. These social activities were very popular amongst employees. The Company also held social activities named as “Find Chinese White Dolphin – a Trip to Tai O Fishing Village” (尋找中華白海豚、大澳漁村之旅) for its employees and their family to participate.

Moreover, in order to help young newly joined employees in dealing with their work or emotions, the Company has established the “Castfast Youth Caring Team” (嘉輝關愛青年員工小組) with senior executives and volunteers, and set up hotlines for employees to talk about their personal problems. On some occasions, the Company offers assistance to employees with problems in their personal lives. To enrich our employees’ social life and ease off their pressure, Karrie organized an activity named “Gather at Successful Land under a Midsummer Night Sky” (仲夏之夜，歡騰成功嶺) which was attended by over 600 young employees.

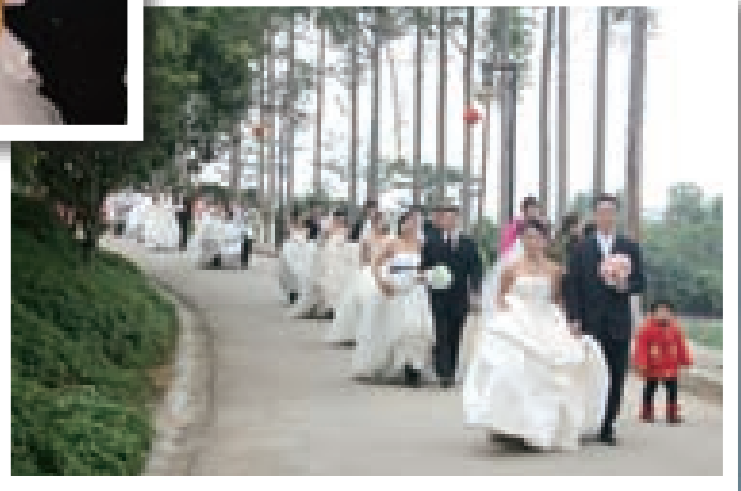
此外，嘉利亦確知工作生活作息平衡的重要性，各員工不單要有成功的事業，同時亦須有豐盛的感情生活，故舉行「牽手梧桐山，同心攀高峰」、「成功嶺鵲橋會」及「海山密約，緣來有你」之活動，為未婚之員工搭建相知、相戀及相愛的平台，以洗滌員工孤單的心靈，期望外來工人能在異鄉打工之餘，建立美滿家庭，安居樂業，活動深受歡迎。還有舉辦「尋找中華白海豚、大澳漁村之旅」的活動，為員工提供一個工餘親子的消閒活動，以舒展身心。

另外，針對新一代打工族未能克服工作或個人問題，組織廠內資深行政人員或義務者，並成立「嘉輝關愛青年員工小組」為員工提供熱線電話，讓員工發洩其情緒的途徑，並提供可行協助，以舒解員工的困難。為豐富員工生活，緩解舒壓，舉行「仲夏之夜，歡騰成功嶺」，有超過600名青年員工參與。





- ▲ 集團免費為員工舉行集體婚禮，主席兼行政總裁何焯輝博士更親臨為一眾新人於玫瑰教堂証婚，共同見證他們踏入人生另一階段。  
The Group organized a free mass wedding ceremony for staff, Dr. Ho Cheuk Fai, Chairman and CEO of the Group, is acting as a marriage witness in person at the Rose Church for the newlyweds, witnessing them stepping into a new stage of life.



- ▲ 「只是一天，也許一生」，鵲橋會活動為嘉利未婚青年進行交友活動，當天多達數百人參與，關愛企業，關愛員工幸福。  
“One day together, maybe a lifetime forever.” The match making party provides an opportunity for unmarried employees to make friends, attracting hundreds of participants. The employees care for the development of the Group and in return the Group cares for the happiness of its employees.



- ▲ 嘉利健康月：一日一水果，喚醒嘉利人注重飲食健康。  
Karrie's Healthy Month slogan: “An apple a day keeps doctors away”. Karrie guys, keep healthy diet!

## Sustainability Report 可持續發展報告書

The “Karrie Club” has been set up in Mainland China to provide staff members with a venue to relax and socialize. It serves the purposes of enriching employees’ time after work and increasing their sense of belonging to the Group. The “Committee on the Concerns for the Staff” holds regular informal discussions with new employees to help them in adapting to the working environment. In addition, to promote the awareness of our female employees in Mainland China of their physical health, the Company especially arranged over 300 women employees to attend free physical examination on two kinds of cancers (breast cancer and cervical cancer). The Company also organized various festive variety shows and recreational and cultural activities in the PRC. Furthermore, to enable the staff to carry out various recreational activities even in rainy day, the Company has especially constructed an indoor staff recreational centre with an area of over 2,800 sq.m. During the World Cup period in June 2010, the Company also organized the “Who’s the Winner in World Cup Final Contest” for employees to feel the passion of the World Cup, and recorded all the matches and replayed them for our night-shift employees in the canteens.

The Company also cares about employees’ mental and physical health. Following the successful “Karrie Healthy Month” last year, the Healthy Month was also held this year, advocating one fruit each day, promoting smile always and staging trivial knowledge competition between departments. All these efforts were designed to increase employees’ awareness about physical and mental health and to help them relieve pressure so that they can devote themselves to their future career and the Company’s interest.

國內設有「嘉利俱樂部」，讓員工有消閒及聯誼的好去處，豐富工餘休閒生活，增加歸屬感；「關懷員工委員會」會定時與新員工座談及獻出關懷，加快新員工適應環境。此外，為提倡國內婦女員工對個人保健之意識，特安排超過300名婦女員工接受「兩癌」（乳腺癌及宮頸癌）免費檢查。本公司於國內亦舉辦不同節日的慶祝晚會、康體及文藝活動，此外，為了讓員工在雨天亦能順利開展各項康體活動，本公司特興建總面積達2,800多平方米的室內員工活動中心。二零一零年六月份世界盃期間，更舉辦「火熱世界盃有獎競猜」，讓員工感受世界盃之激情，並為一些開夜班員工預先錄製球賽於飯堂播放。

嘉利還重視各員工身心健康，延續去年「嘉利健康月」之成功，今年也舉辦了健康月的活動，提倡一日一水果，推廣微笑活動及舉行部門冷知識問答比賽。藉此提高員工對身心健康的意識，舒緩壓力，從而為自己事業前途及公司利益打拼。



▲ 2009年底珠三角面對前所未見的勞工短缺荒，主席何焯輝博士憑創意開創先河，以打工可以抽轎車作號召，成功吸引勞工及留人。首季幸運兒為一名當值保安員，獲獎後被安排趕赴現場領獎。

To cope with the unprecedented labour shortage in the Peal River Delta in late 2009, our Chairman, Dr. Ho Cheuk Fai, innovatively organized big lucky draws with attractive first prize being a limousine in order to retain good staff. The lucky guy of the first lucky draw, a security guard, was called to the site to receive his prize at the same night.



▲ 「火熱世界盃有獎竞猜」活動，未知嘉利員工會否好似「八爪魚保羅」般場場猜中呢！  
In "Who's the Winner in World Cup Final Contest", who knows Karrie's employees won't have the predicting ability as Paul the Octopus!



▲ 公司管理層粉墨登場演出趣劇，並製成DVD作義賣為海地賑災籌款，成績理想。  
The Management of the Company comes on stage to show funny comedy, and the result of the DVD episode sold for charity to Haiti is encouraging.

## Sustainability Report 可持續發展報告書

Last but not least, the Company also understands that a new father needs more time to take care of his newborn baby and show love and support for his wife. Starting from this year, male employees in Hong Kong are entitled to three-day paid paternity leave while employees can have flexibility in arranging their vacations according to particular need. Paternity leave is part of the measures taken by the Company to care about employees' family life, which helps to increase the staff's sense of belonging to Karrie.

All the above measures and activities have led to a higher stability index, an improved operating efficiency and a reduction in recruitment and training cost.

最後，嘉利亦諒解剛為人父親，是需要多點時間照顧新生嬰兒及給予伴侶鼓勵及支持。自今年度起，香港男性僱員享有額外三天有薪待產假，而僱員可按個別情況彈性安排放假日期。待產假是嘉利重視員工家庭生活的一項措施，同時也增強同事對嘉利的歸屬感。

上述各項政策活動，有助提高員工穩定指數，增加了營運效率及減少了招聘及培訓成本。



▲ 集團連續第五年頒發「商界展關懷」標誌2005/10，嘉利義工們，謝謝！  
For the fifth consecutive year, the Group was awarded the "Caring Company" logo 2005/10. Thank you, Karrie's volunteers!



## Sustainability Report 可持續發展報告書

### (III) Contributing to community development and establishing the relationship as a partner

The Company pays constant attention to the community's needs, and participates in and supports social activities with a view to grow along with the community. In May 2005, the Company formed a volunteer group for charitable works to assist in various donation and voluntary activities conducted by the Company from time to time. Part of the activities are as follows:

項目 Serial No.	受惠機構 Beneficiary Institution	活動名稱 Activity Title	活動類型 Activity Category
1	聖公會聖基道兒童院 Sheng Kung Hui St. Christopher's Home	嘉利凡事皆可能自我挑戰計劃2009 "Nothing is Impossible" Outward Bound Programme in 2009	何焯輝基金連續第三年資助予香港聖公會聖基道兒童院舉辦「嘉利凡事皆可能自我挑戰計劃」，希望透過不同的外展活動如野戰訓練、乘風航及歷奇訓練等培養兒童「凡事皆可能」的精神，強化他們的鬥志和能力。 "Nothing is Impossible" Outward Bound Programme was sponsored by Ho Cheuk Fai Foundation with St. Christopher's Home for the third consecutive year, which aimed at facilitating the all-around development of children. Through various activities like war game training and adventure-ship, children are cultivated with spirit of "Nothing is impossible" to strengthen their endurance.
2	香港聖公會太和長者鄰舍中心 Hong Kong Sheng Kung Hui Tai Wo Neighbourhood Elderly Centre	中秋愛心暖鄉郊 Sharing Mid-Autumn Festival Love to Warm People in the Suburban	義工協助中心到鄉郊進行中秋聯歡活動。 Volunteers to help the Centre hold Mid-Autumn Festival Gathering in the suburban.
3	伸手助人協會－大窩口戴斯德夫人賽馬會護老院 Helping Hand Tai Wo Hau Christa Tisdall Jockey Club Care Home	挪亞方舟之旅 Noah's Ark Trip	義工協助推輪椅和長者遊館。 Volunteers to help push wheelchairs and visit the venue with the elderly.
4	聖雅各福群會－眾膳坊 People's Food Bank run by St. James' Settlement (SJS)	賀年禮品轉贈計劃 Chinese New Year Gift Transfer Program	自二零零六年起呼籲同事捐出賀年食品以轉贈有需要人士。 Run internally to encourage colleagues in donating their food during Chinese New Year for distribution to people in need since 2006.
5	香港正覺蓮社佛教普光學校 HHCKLA Buddhist Po Kwong School	香港渣打馬拉松 Standard Chartered Hong Kong Marathon	贊助其學校師生參加二零一零年二月二十八日舉行之渣打馬拉松之服飾及報名費。 Sponsor clothing and registration fees to the teachers and students who participated the Standard Chartered Hong Kong Marathon held at 28 February 2010.
6	廣西鳳山 Feng Shan, Guangxi	赴旱災地區送水 Bring water to the drought-stricken area	奔赴廣西鳳山縣旱區，為他們送去礦泉水及慰問金。 Made its way to the drought-stricken area in Feng Shan county, Guangxi, and sent mineral water and consolation money to the victims.
7	香港紅十字會 Hong Kong Red Cross	共獻愛心抗震救賑 Show love for earthquake disaster relief	以管理層負責演出之趣劇為該地作義賣籌款，成績令人鼓舞。 The management performed funny drama to raise charity funds for earthquake-stricken area, and evidenced by encouraging results.

### (III) 夥伴關係，建設社區

本公司密切注意社會需要及參與支持社會活動，與社區同創共享。於二零零五年五月，本公司組成了「社會公益活動小組」，以協助推動本公司不時舉辦各類捐贈及義工活動，部份活動包括如下：

## 第十九屆“嘉利杯”籃球賽



▲ 一眾高職精神抖擻，齊齊換上球衣，準備於籃球比賽中比試球技，順道舒展筋骨。  
High-spirited, a group of vigorous senior officers in jersey are in the basketball court, ready for a match.



一瓶水一份情，集團派員奔赴廣西鳳山縣旱區，為他們送上礦泉水及慰問金；集團的點滴支持，居民以文字表達他們由衷的謝意。

This is more than bottled water! Bottled water and consolation money are handed over by our representatives to the people in the drought-hit area of Fengshan County, Guangxi Autonomous Region. Being so grateful, the local residents is giving us their written expression of gratitude for our relief efforts.



▲ 義工們協助行動不便長者遊挪亞方舟，他們的關愛令冬日添上無比溫暖。  
Volunteers are trekking together with the elderly. Their care and love make the winter a warmer one.



▲ 為留廠員工子弟安排暑期活動，兒童有幸近距離參觀廠內擺放的奧運缶，讓他們大開眼界。  
An eye-opening arrangement for the children of our staff during the summer vocation, a close contact with the "Olympic Drums" in our factory, was one of the activities prepared for them.



## Sustainability Report 可持續發展報告書

Since 2008, the Company has granted holiday to employees who act as volunteers in the Company's volunteer event to encourage more staff to participate in voluntary work and the voluntary service working hours may increase year after year and be increased to 1,737 hours for 2009 (last year: 1,300 hours). During the year 2009/10, the Group continued to make charity donations, including the Haiti earthquake relief, the drought relief for the five provinces in China's southwest region, the Yushu earthquake relief donations, the "Walk for a Million" initiated by the Community Chest of Hong Kong in the Stonecutters Island in the New Territories, the ORBIS Pin Day Fundraising Campaign and Volunteers Assisting Hong Kong Federation of Handicapped Youth to Organize the Flag Day. Mr. Ho Cheuk Fai, the Chairman of the Company, had made several donations matching the amount donated by our staff on "a-dollar-for-a-dollar" basis. The charitable and other donations of the Group for the year amounted to HK\$86,000 (2008/09: HK\$366,000).

### (IV) Striving for Best Corporate Governance and adhering to the Principle of Integrity

The Company has well-established corporate governance structure to enhance the accountability to its shareholders and other stakeholders. Please refer to the Corporate Governance Report as set out in this annual report for details. In order to avoid excessive concentration of power, the Company has established the Executive Committee comprising professional management personnel to handle daily operations. Furthermore, the Company has also established the Audit Committee and the Remuneration Committee. Each committee has its defined scope of duties and terms of reference. All members of the Board of Directors have strictly complied with the Model Code and confirmed that they have observed the requirements regarding securities transactions by directors. The directors have also made disclosure of their personal interests in the shares of the Company in accordance with the relevant statutory requirements.

Honesty, fairness and justice are the core values of the Group. All our staff members are prohibited from taking advantage of their powers and authorities for personal interests. They are also required to treat suppliers and processing contractors fairly. It is because illegal business practices may not only adversely affect the Company's financial interest, but also create a negative impact on the Company's goodwill.

於二零零八年起增設義工假期，以鼓勵更多員工參與義務工作，而參與義工服務工時按年遞升，二零零九年遞升至1,737小時(去年：1,300小時)。本集團二零零九／一零年仍有參與慈善捐獻，其中包括海地抗震救災、西南五省抗旱賑災、玉樹地震捐款、香港公益金新界區昂船洲百萬行、奧比斯襟章日及義工協助香港傷殘青年協會賣旗籌款。本公司主席何焯輝先生曾屢次以「一元對一元」的方式倍增僱員的捐款總額。本集團於本年度之慈善及其他捐款達86,000港元(二零零八／零九年：366,000港元)。

### (IV) 企業管治，維持誠信

本公司有既定的企業管治架構，以加強對股東及其他權益人的問責(詳情請參閱本年報內的「企業管治報告書」)。為免權力過於集中，本公司設立由專業管理團隊組成執行委員會處理日常營運，並且有「審核委員會」及「薪酬委員會」，而委員會本身有特定的職責。董事會成員皆嚴格遵守《標準守則》，以確保董事皆按照有關董事證券交易的規定。董事亦按照相關法例規定，公佈其有關持有本公司證券之權益。

誠實、公平及廉潔為本集團的核心價值，絕不允許員工以權謀私，並要求各員工公平對待各供應商及輔助生產商，既因不法的商業行為除了導致本公司財務損失外，還為本公司商譽帶來負面的影響。

## Sustainability Report 可持續發展報告書

As such, all our staff members are required to strictly comply with the Code of Employees' Ethical Disciplines ("Ethical Disciplines"), which was compiled to optimize and strengthen the "Regulations and Guidelines for Employees' Acceptance of Benefits" issued last year. The Ethical Disciplines will be revised from time to time so as to keep abreast with the changing operating environment. The Company has issued a letter named "Peers' Belief (信念同儕)" to each of its suppliers and processing contractors so as to encourage them as partners to report any information about unfair and dishonest transactions on the online platform. Each supplier is also required to complete a supplier special investigation questionnaire.

The Group has also established the Internal Audit Department to improve its workflow and risk management. The Internal Audit Department has issued the drafts of "Guidelines for Internal Control" and the "Guidelines for Risk Control of Financial Investment" with an aim to establish a complete internal control mechanism and enhance risk management. The Executive Committee will prudently review, discuss and improve the guidelines for implementation.

### (V) Maintaining professional development and staff training

The training and development programs of the Company aim at "Developing Professional Skills and Maintaining Sustainable Development" of the Company. The core objective of the training program is to improve our staff's knowledge, skills and abilities while the core objective of our development program is to achieve sound and sustainable development for the Company as well as its staff.

故此，各員工須嚴格遵守員工道德紀律規範（「紀律規範」），紀律規範乃優化及強化去年《員工收受利益的規範及指引》而撰寫而成。紀律規範當會按時修訂，以符合不斷變遷的營商環境。本公司對各供應商及輔助生產商發出《信念同儕》函件，以鼓勵作為合作夥伴之供應商及加工商對不公平及不忠誠的交易，可於網上平台提出舉報，各供應商還須填寫供應商特別調查表。

本集團還設立內部審計部以改善工作流程及風險管理，內部審計部已就建立完善內部控制的機制及加強風險管理分別發出《內部控制指引》草案及《財務投資風險控制指引》草案。執行委員會當會審慎地審閱討論及改善指引，以便落實。

### (V) 發展專業，培訓人才

本集團的培訓及發展工作是以「發展專業•持續發展」為方向。所以在此工作均具備以提升知識、技能及才能為本的「培訓」工作及以企業與員工持續發展為本的務實「發展」工作。

## Sustainability Report 可持續發展報告書



集團獲頒「ERB人才企業1st」標誌，認同集團於推動學習及人才發展的方針及措施。人力資源及行政總經理陳名妹小姐接受勞工及福利局局長張建宗頒獎。

Being awarded the "1st Manpower Developer" logo is a recognition of the Group's efforts to foster learning culture and to promote career development amongst its employees. Miss Silvia Chan, General Manager of Human Resources and Administration, is receiving the award from Mr. Matthew Cheung Kin-chung, Secretary for Labour and Welfare Bureau.

### Training and development programs

1. In respect of training work conducted during the year, the Company held a total of 209 training programs (including 140 internal training programs and 69 external programs) in Hong Kong and mainland China with a total of more than 54,000 participants. These training programs covered aspects such as management skills, production and engineering technologies and management, 5S management, ISO and quality management, environmental protection and clean production, information technology and EICC (Electronics Industry Citizenship Coalition) and etc. Major training courses of the year are listed as follows:

- *Management skills training – "Workshop of Efficient Management Skills and Leadership"*

This program is tailor-made for those who have management potential and the objective is to teach them comprehensive management skills by giving them an introduction of the role and job responsibilities of a manager, communications and incentives, coaching techniques and employees' performance evaluation. Some participants have subsequently passed Manager Promotion and Assessment System during the year and it indicated that the training program was useful and essential to a successful career.

### 培訓及發展工作

1. 「培訓」工作上，於本年度中港兩地合共舉行了209個培訓項目（其中140個為內部培訓，69個為外部培訓），總受訓人次超過54,000人次，這些培訓涵蓋管理技巧、生產及工程技術與管理、5S管理、ISO及品質管理、環保及清潔生產、資訊科技及EICC (Electronics Industry Citizenship Coalition – 電子行業公民聯盟行為準則) 等。本年度重點培訓課程如下：

- 管理技巧培訓 – 「高效管理領導技巧工作坊」

課程對象均為具有管理潛質的才能同事，主要教授學員全方位管理技巧，包括了解管理者角色及明白其工作、溝通與激勵、企業教練技巧及員工績效評估。部份參與此培訓之同事，其後更順利於年度之「管理者晉升考核制度」通過，印證出培訓是其中成功關鍵。

## Sustainability Report 可持續發展報告書

- *Production and Engineering Technologies and Management—Failure Mode and Effects Analysis (FMEA)*

This course mainly gives its participants tips on how to detect mistakes through an assessment of the workflow and how to improve product quality and reliability by taking timely prevention measures. Staff members from different departments have proactively and continuously put the knowledge they have gained from such training program into practice in their work so as to enhance the engineering and production management system of the Company. This also reflects that the participants value the knowledge they have gained from such training program.

- *5S Management – “5S Leadership Review (Greenbelt) Course” and “Karrie 5S Internal Training”*

The Company proactively promotes the “5S Management”. Last year the Company engaged an external training institution to provide the “5S Leadership Review (Greenbelt) Course” for the management team of the Company. Then the members of the management team passed what they have learnt from the course to the 5S commissioners of their respective departments, and eventually to all staff members in their departments. Through this kind of “Karrie 5S Internal Training” conducted by 5S commissioners, more and more employees have received “5S Management” training. Ever since, our overall “5S Management” standards have greatly improved and won a good reputation among our customers. By June 2010, more than 5,500 employees have been trained with the concept of “5S” within the period of a year.

- *生產及工程技術與管理—「潛在失效模式及後果分析 (FMEA – Failure Mode & Effects Analysis)」*

課程主要教授從工作程序上評估及找出容易發生失誤的地方以及時採取預防措施及提高質量及可靠性。完成培訓後，各同事均於其部門內積極及持續運用此知識以強化工程及生產管理系統，反映出各同事均認同此知識對其工作有充分的幫助。

- *5S管理—「五常法審核領袖 (綠帶) 課程」及「嘉利5S內部培訓」*

公司積極及持續推行5S管理，於去年先邀請外間培訓機構為公司管理層舉行「五常法審核領袖 (綠帶) 課程」。其後由已參加此培訓同事向其部門的「5S專員」傳授5S知識。藉此由這班5S專員向其部門舉行「嘉利5S內部培訓」以此形式廣泛地使更多員工接受5S培訓。從開始到現在，公司整體5S水平大幅度提升，並得到客戶讚賞。截至二零一零年六月，短短一年間已為超過5,500人次員工提供5S內部培訓。

## Sustainability Report 可持續發展報告書

2. In respect of "Career Development", for the purpose of encouraging the continuous career development of employees, the Company has introduced various learning policies and human resources development schemes and other development plans, including:
- *The Policy of Encouraging Studies*

The Company has introduced different incentive systems such as "Training Allowance System" and "Reimbursement of Expenses on Books" etc, to encourage all staff members to engage in advanced learning and self-studying. Meanwhile, the Company has set up an "Internal Tutor Allowance System" in order to encourage employees to teach in their spare time and share with other colleagues their professional knowledge and skills. Now the Company has an internal tutor team of 50 members. Through different incentive policies, the Company has been able to secure a continuous introduction and assimilation of new knowledge within the Company and thus the capabilities of our staff and the Company have been continuously improved.
  - *Sustainable Development in Management Skills*

The Company has attached much importance on the cultivation of talents. For employees with great potential, the Company proactively offers them training opportunities, including the management skills training programs mentioned above. Meanwhile, the Company also specifically formulates appropriate personal training programs for employees to address their future career development direction in view to equip and prepare them for higher level management positions. These plans do not only help improving the overall ability of our staff, but also present the long-term plan of the Company to ensure sustainable development.
2. 「發展」工作上，為鼓勵員工持續發展，公司推出不同之推動學習文化政策、人才發展計劃及不同發展計劃，包括：
- *推動學習文化政策*

公司先後推出「培訓津貼制度」、「購買書籍報銷制度」等，以鼓勵同事持續進修及自我學習。同時，公司為鼓勵員工於工餘授課，將專業知識及技能分享及傳授予其他員工，故設有「內部導師津貼制度」，茲以鼓勵。現時，公司內部導師團隊人數已達到50多位。透過不同的鼓勵政策，籍此不停地為公司引入新知識及廣泛於公司內推廣，使企業及員工能力持續提升。
  - *管理才能延續發展*

企業對於公司內的精英培育十分重視，對有潛質的員工，公司積極給予培訓機會，包括於上文內提及的管理技巧培訓等，同時，亦會針對員工日後的職業路向為同事度身定做個人的適切的培訓計劃，裝備他們成為日後更高管理層次的工作的做好準備。透過這些計劃，不但提升同事的全方位工作能力，更體現公司持續發展的部署。



## Sustainability Report 可持續發展報告書

### ➤ *University Graduates Training Scheme*

This scheme has been carried out for several years to provide university graduates of China and Hong Kong with the progressive and comprehensive on-the-job training. Batches of trainees have experienced the actual working environment in the industrial industry by receiving practical training in our plants. Through the scheme, the Group endeavors to nurture talents of all varieties. Since 2004, the Company has already arranged different placement programs for, among others, project engineers and merchandisers. The recruitment and selection of a new batch of university graduates (project engineers) was also carried out this year.

### ➤ *Short-term Placement Program*

Adhering to the principle of “what comes from the society shall be used for the benefits of the society”, the Company proactively offers short-term placement opportunities for students so that they can gain work experience and understand the actual working environment in both Mainland China and Hong Kong. Since 2006, many placement positions available for the Short-term Placement Program have been provided by the Company to university students of Hong Kong. In addition, the Company launched the Hong Kong Student Mainland Placement Program in 2007, and introduced the summer internship program for staff’s children in 2008. The main objective of this program is to let our staff’s children experience the joy and hardship at work, to understand their parents’ working environment and to enhance communication between the employees and their children.

### ➤ 大學生畢業生培訓計劃

此計劃已實行數年，為中港兩地大學畢業生提供進度性的綜合在職培訓。已有數批投入正式崗位工作，為集團培養綜合型人才取得良好成效，並於廠房進行實習。本公司自二零零四年開始，已開始有不同之實習計劃，包括項目工程師及採購員等。本年度亦已進行新一批大學畢業生（項目工程師）招募及甄選工作。

### ➤ 短期實習計劃

公司本著取之社會、用之社會的理念，積極提供短期實習機會予莘莘學子讓他們吸收工作經驗及體現實際中港兩地工作環境。由二零零六年開始，公司提供不同實習崗位予香港各大學院校同學；於二零零七年更展開香港學生暑期內地實習計劃；二零零八年開始推出嘉利員工子侄暑期實習生計劃，主要讓員工子侄於公司工作體現工作的苦與樂、了解其父母工作環境，並加強親子溝通。



## Sustainability Report 可持續發展報告書

### ➤ *Scheme for Mainland University Students*

As the business of the Company expands, our fourth plant was completed in Yixing, Jiangsu Province at the end of 2007. Meanwhile, the Company cooperated with local tertiary institutions and recruited in aggregate 65 intern students from universities in Yixing since the beginning of 2008. These students were sent to our Fenggang Plant in Dongguan for an internship of 18 months. In accordance to the human resource plan of the Company and the personal preference of each intern student, the Company has formulated detailed and practical learning plans for these students, and thus developed a pool of prospective employees for the Company who are willing to learn and work diligently and possess good attributes. This will benefit the long-term development of the Company.

### ➤ *Volunteer Training Programs*

In order to encourage the employees of the Company to undertake volunteering initiatives on an on-going basis, training programs covering skills relating to project preparation, communication, leadership and training are held regularly so that participants can organize a volunteer activity independently. Our purpose is to promote and encourage employees to become an all-purpose volunteer.

### ➤ 國內大學生計劃

公司業務於二零零七年末拓展至江蘇省宜興市興建了第四間廠房，並同時與當地高等學府合作，從二零零八年初開始相繼引進宜興實習大學生共65位並派到公司東莞鳳崗廠房進行為期18個月之實習，結合公司人力資源規劃及實習大學生個人意願，為其制定了詳細、可行的學習計劃，為公司造就了一批肯學、實幹、綜合素質的接班人；以備公司日後長遠發展。

### ➤ 義工培訓計劃

為使公司持續兼備全方位之人才展開各類義工活動，特舉行義工培訓計劃。培訓內容主要包括籌備項目、溝通、領導、培訓技巧等，促使受訓者能統籌整個義工活動。並於每次舉行義工活動時，均將有關技巧能有效地使用予各類受眾身上，達致持續推廣及鼓勵員工成為全方位的義工。

## Sustainability Report 可持續發展報告書

- *“Torch Project” Youth Technical Personnel Training Programs organized by VTC Plastics and Tooling Technology Development Centre*

On 13 August 2009, a tour for students from the Polytechnic University and the Vocational Training Council (VTC) was organized by the Hong Kong Metals Manufacturers Association to visit production plants in Mainland China. Through the site visit, students studying similar subjects at different universities in Hong Kong had an opportunity to interact with each other. These students became more familiar with the working conditions and production process of the manufacturing industry, and more confident to join the manufacturing sector in the future. More than 30 graduating students participated in this activity.

- Intellectual Capital Management (ICM) Consultancy Program

These on-site consultant services are specially designed for Hong Kong organizations and jointly launched by the Hong Kong Intellectual Property Department, the Innovation and Technology Commission and the Department of Trade and Industry Organization. The ICM Consultants visited our Company and provided the following advices: creating the best environment for organizations to create value and build internal networks; helping organizations in obtaining knowledge of ICM and providing free consultancy services to help organizations in the application of ICM tools to maximize their business potential and to compete effectively in the market; helping organizations to strengthen their business management, so as to improve productivity and ensure sustainable development.

- 職業訓練局塑膠與模具科技發展中心「薪火工程」青年技術人材培育計劃

於二零零九年八月十三日由香港金屬製造業協會主辦的理工大學及職訓局國內生產廠房考察團，讓專上院校相關學系的同學認識銜接與互動；同學們對製造業的工作環境及生產流程加深了解，提升他們日後加入製造業的信心。有超過30多位準畢業生參與。

- 知識資本管理顧問服務計劃

由香港政府知識產權署、創新科技署和工業貿易署現聯合推出，專為本港機構而設之上門顧問服務，知識資本管理顧問拜訪我司並提供以下意見。為機構營造最佳環境，以便創造價值和建立內部網絡。並灌輸知識資本管理的知識和提供免費顧問服務，以協助機構應用知識資本管理工具，從而發掘業務潛能及在市場上更有效地競爭。以幫助機構加強業務管理，以提升生產力和可持續發展的能力。

## Sustainability Report 可持續發展報告書

The Group always attaches much importance to industrial safety. In addition to offering appropriate training and carrying out investigation into violations of production safety standard and procedure, it has increased investment on safety equipment annually to improve the working conditions and avoid occurrence of accidents. The relevant measures have proved to be quite effective. For example, the number of work-related injuries has been declining for several consecutive years and is being kept to a low level while the Group does not have any serious work-related injury record in the work-related impairment assessment.

➤ *Participate In the Upgrading Programs for Hong Kong Enterprises In Dongguan*

In order to enhance its competitiveness, the Company participated in "DG TURN" program organized by Dongguan Foreign Trade & Economic Cooperation Bureau and the Hong Kong Productivity Council in June 2010. Based on experts' on-site assessment and analysis, the Company was able to solve the problems it encountered in the process of upgrading and implementing effective improvement.

本集團向來非常注重工業安全，除了實施針對性之培訓及加強查處違規行為，並逐年增加投放資源於安全設備，以持續改善工作環境及防止意外發生。而相關措施的執行均有顯著成效，如工傷事故發生率連續數年持續下降並控制於極低水平，與及保持零重大工傷之評殘級別。

➤ *參與在東莞港資企業升級轉型計劃*

為加強企業的競爭力，於二零一零年六月參與東莞市外經貿局及香港生產力促進局的「DG TURN升轉一站通」計劃，透過專家現場評估及分析，以助我司解決在升級轉型過程中遇到的實際問題及實施快速見效的改善行動。

## Sustainability Report 可持續發展報告書



- ▲ 集團向來嚴格按照ISO14001環境管理體系，於生產過程中注重環境保護，經過香港生產力促進局多項實地審核及核証，獲香港環境局局長邱騰華太平紳士頒發「粵港清潔生產伙伴（製造業）」標誌。

Strictly following the standard of the ISO14001 environment management system, the Group has always been paying attention to environmental protection in its production process, and has passed a series of site supervision and certificate verification. Mr. Edward Yau, JP, Secretary for Hong Kong Environment Bureau, is presenting the certificate of "Guangdong-Hong Kong Cleaner Production Partnership (manufacturing)" to the Group.

### (VI) Ensuring green production and environmental protection

To stay competitive, the Group could no longer depend on the production mode with high energy consumption but low economic efficiency. Low-carbon and environment-friendly production is one of the important missions of the Group. Mr. Ho Cheuk Fai, Chairman and CEO of the Group, also shared the Company's experience in practicing environmental protection, energy efficiency measures and cleaner production in his interview with journalists. The key measures are as follows:

### (VI) 綠色生產，環境保護

為保持本集團的競爭能力，不能再依賴高能消耗、低經濟效能的生產模式。低碳環保生產乃為本集團重要使命之一，而本集團主席兼行政總裁何焯輝先生也接受報館採訪，一同分享實踐環保、節能措施及清潔生產的經驗。其中主要措施如下：

## Sustainability Report 可持續發展報告書

- *Actively participated in Cleaner Production Partnership Program promoted by the Environmental Protection Department of Hong Kong Government*

During the year, the Company participated in the site evaluation projects under the Cleaner Production Partnership Program and assessed its plants for the possible implementation of measures in promoting energy saving, low-emission and lower consumption production model; and launched some proposed and feasible cleaner production improvement plans.

In addition, the Company also participated in the certified improvement projects under the Cleaner Production Partnership Program and evaluated the effectiveness of the projects implemented under the energy saving & emission reduction plan.

On 18 September 2009, at the invitation of the Hong Kong Productivity Council (Shenzhen), the Company attended the seminar introducing "Cleaner Production Partnership Program" as the representative of the cleaner production enterprises. At the seminar, Mr. Ho Kai Man, Chairman of the Company's Energy Committee presented and shared the experience of the Company in practicing cleaner production.

To allow other companies to further understand how companies implement cleaner production, on 20 January 2010, Fenggang Castfast Industrial Factory of Karrie Group in Dongguan was invited by Hong Kong Productivity Council to organize a visit at the manufacturing facility of Karrie Group for Good Cleaner Production Factory Tour Group. This site visit helped visiting manufacturers to better understand the cleaner production technology and its effectiveness and encouraged the visiting manufacturers to implement cleaner production.

- 積極參與由香港政府環境保護署推動之清潔生產伙伴計劃

已參與清潔生產伙伴計劃之實地評估項目為公司廠房實地評估節能、減排及降耗空間；已開展部份建議切實可行的清潔生產改善方案。

另外，我司更參與清潔生產伙伴計劃之核証改善項目的成效，更進一步為已實施節能減排方案的項目評估成效。

於二零零九年九月十八日獲生產力促進局（深圳）邀請我司於「清潔生產伙伴計劃」簡介會上擔任清潔生產企業分享嘉賓，我司節能委員會主席何啟文先生為各界展示及分享。

香港生產力促進局為進一步讓其他公司了解良好企業典範如何實施清潔生產，於二零一零年一月二十日邀請嘉利集團東莞市的鳳崗嘉輝塑膠五金製品廠成為良好企業清潔生產工廠考察團。通過是次實地工廠考察，協助廠商提升對清潔生產技術及其效益的認知，從而鼓勵廠商實施清潔生產。

## Sustainability Report 可持續發展報告書

➤ *National Cleaner Production Auditor*

In order to implement the “Law of the People’s Republic of China on Promotion of Cleaner Production” and the “Interim Procedures for Cleaner Production Audits”, and to help the Company in conducting a thorough cleaner production audits and strengthening the construction of a team of cleaner production auditors, the Company recommended some employees to obtain the national qualification in March 2010, so that the Company could carry out cleaner production in line with the nation’s development in future.

➤ *Conducted energy audits*

As the nation began to give more weight to energy efficiency and energy audits of enterprises, the Company engaged CLP Power Hong Kong Limited to conduct an energy audit on its plants in May 2010 so as to attain efficient and sustainable growth and improve the energy efficiency and consumption of water and electricity.

➤ *Invited by the Guangdong Association of Environmental Protection Industry to share experiences*

In the first half of 2010, the Company was invited to participate in the compilation of “A Collection of Achievements in Construction of Resource-conserving and Environment-friendly Society” edited by the Guangdong Association of Environmental Protection Industry (under the guidance of Environmental Protection Bureau of Guangdong Province) sharing the experiences in clean production and environmental protection. The book will be published in this October.

➤ *國家清潔生產審核師*

為貫徹落實《中華人民共和國清潔生產促進法》、《清潔生產審核暫行辦法》，配合企業全面開展清潔生產審核工作，加強清潔生產審核隊伍建設。我司於二零一零年三月推薦了員工參與並獲取國家級資格，以助我司日後配合國家發展之清潔生產工作。

➤ *進行能源審核*

由於國家開始關注企業的能源效益及能源審核事項，我司為更有效持續發展及改善節能及用電水平於二零一零年五月期間聘請香港中華電力有限公司為我司廠房進行能源審核工作。

➤ *廣東省環保產業協會邀請提文分享*

於二零一零年上半年度獲應邀入編廣東省環保產業協會（屬省環保局主導）主編的《建設資源節約型環境友好型社會成果匯編》，分享清潔生產及環保經驗，此書將於今年十月份推出。



## Sustainability Report 可持續發展報告書

### ➤ Earth Hour

In order to act in concert with the global call for an “Earth Hour” advocated by World Wide Fund for Nature (WWF), during the period from 8:30 pm to 9:30 pm on 17 March 2010, all the unnecessary lights were turned off in our office building in Hong Kong and plants in Mainland China to spread the message of Earth Hour to our staff. By introducing the theme of “lights are turned off but our consciousness is being lit up”, we aimed to enlighten the environmental awareness of our staff through this meaningful activity, and to achieve a low-carbon living and foster a good civil life habit in their daily lives.

Meanwhile, the Group also adopted the energy-saving measures as follows:

- starting to install the plastic injection moulding machines in which the magnetic induction heating method was applied, thereby saving 55% of electricity consumption.
- starting the test to explore the possibility to replace diesel pumps with electric heating pumps.
- testing the energy-saving equipment used in the variable pumps of plastic injection moulding machines in our plants.
- replacing the energy-saving light tubes with energy-saving incandescent lights to illuminate the stairwells.
- energy economizers were applied in 84 sets of 5-horsepower cabinet air conditioners since early June, thereby electricity consumption was saved at rates between 4.37% to 20.23% (depending on the environment).

### ➤ 地球一小時

為配合世界自然基金會WWF之全球性行動「地球一小時」，於二零一零年三月十七日晚上8時30分至9時30分期間，香港寫字樓、國內廠區在以上時間熄掉所有不必要的燈光，向員工推廣地球一小時的意義。「熄滅的是燈光，點亮的是意識」旨在通過此項有意義的活動提升全體員工環保意識，在日常活動中實現低碳生活，培養個人日常生活習慣。

同時本集團所採取節能措施如下：

- 注塑機磁感加熱開始安裝，節電率約55%。
- 柴油泵轉電熱泵開始測試。
- 注塑機變量泵節能設備於本廠測試。
- 樓梯節能光管照明轉為節能長明燈照明。
- 櫃式空調節能器：六月上旬開始於84台5匹櫃式空調上改造，節電率由4.37%至20.23%，視乎環境而定。

## Sustainability Report 可持續發展報告書

### (VII) Sustaining development of the Group and winning public recognition

The Group adhered to the doctrine of “high aspiration makes strong practitioners”. By earnestly fulfilling its well elaborated vision, the Group gained industry-wide recognition.

➤ *Awarded the “1st Manpower Developer” logo*

In April 2010, the Company was awarded the “1st Manpower Developer” title by the Employees Retraining Board under the Government of the Hong Kong Special Administrative Region with recognition of our effort in the implementation of “Talent Training and Development” over the years. Meanwhile, Karrie was the only enterprise in the hardware and plastic products manufacturing industry that had received accreditation among the eighty award-winning enterprises.

➤ *Awarded the “Hong Kong – Guangdong Cleaner Production Partnership” logo*

In order to acclaim the efforts and achievements of factories operated by Hong Kong investors in the implementation of clean production, the Environment Bureau of HKSAR and the Economic and Trade Commission of Guangdong Province jointly launched the “Hong Kong – Guangdong Cleaner Production Partnership” recognition scheme, whereby the certificate of “Hong Kong – Guangdong Cleaner Production Partnership (Manufacturing Sector)” title was granted to the enterprises that proactively participated in such scheme and with excellent performance in clean production, with a view to encourage them to implement clean production step by step and constantly, and to share successful experiences with their peers.

### (VII) 持續發展，你的認同

本集團秉着「強行者有志」的精神，堅持力行既定願景，終獲得一定的認同。

➤ 獲授予「人才企業1st」標誌

於二零一零年四月，公司獲香港特區政府僱員再培訓局頒發「Manpower Develop 1st」「人才企業1st」標誌，印証公司於多年來一直實踐「人才培訓及發展」方面所作出的表現得到認同。同時，嘉利亦是80間獲頒企業中唯一通過認証而又屬五金、塑膠製造業之人才企業。

➤ 獲授予「粵港清潔生產伙伴」標誌

為總結港資工廠在落實清潔生產過程中所作的努力和成果，香港環境局與廣東省經濟貿易委員會共同推出「粵港清潔生產伙伴」標誌計劃，向積極參與伙伴計劃，並在清潔生產有良好表現的企業頒發「粵港清潔生產伙伴（製造業）」標誌證書，以鼓勵他們循序漸進、持續實行清潔生產，並與業界分享其成功經驗。

## Sustainability Report 可持續發展報告書

On 25 November 2009, Mr. Ho Kai Man, Chairmen of the Energy-saving Committee of the Company, attended the “Hong Kong – Guangdong Cleaner Production Partnership” logo presentation ceremony, which was jointly organized by the Economic and Information Technology Commission of Guangdong Province and the Environment Bureau of HKSAR. The Company was one of the forty-three enterprises awarded the “Hong Kong – Guangdong Cleaner Production Partnership” logo in Guangdong Province.

- *Awarded Caring Company 2005/10 logo for five consecutive years*

The Company has been awarded the “Caring Company” logo for five consecutive years since 2005 by the Hong Kong Council of Social Service, as recognition of our contribution to the society and our effort to create a harmonious society.

### CONCLUSION

In addition to ISO14001 environmental management system certification, the Group also introduced in 2010 the Electronic Industry Code of Conduct into our company management system, the management system (including labour, environmental protection, occupational health and safety, business ethics etc.) is tending more complete. Electronic Industry Citizenship Coalition (“EICC”) is an alliance consisting of international leading manufacturers and large electronic and electrical enterprises, and is set up for the purpose of making some rules (such as Electronic Industry Code of Conduct) to guide the enterprises to fulfil corporate social responsibility and to improve the working environment and conditions in electronic industry accordingly, and it also urges the manufacturing industry to take responsibility for environmental protection. The contents of the Code focus on labour, occupational healthy and safe, environmental protection, business ethics and management system. In compliance with the relevant requirements and rules and to make independent audit, the Group has established an ad hoc group to conduct the relevant trainings and other assignments such as corresponding rectification and internal audit. The Group has adopted this globally optimized code of conduct, and the management team has formulated guidelines that help the Group in implementing such code of conduct.

於二零零九年十一月二十五日我司節能委員會主席何啟文先生出席由廣東省經濟和信息化委員會及香港政府環境保護署舉辦之「粵港清潔生產伙伴」標誌頒授典禮，獲頒為廣東省43間「粵港清潔生產伙伴」其中一得獎企業。

- *獲授予連續5年「商界展關懷」2005/10標誌*

自二零零五年起本公司連續五年獲得香港社會服務聯會頒發「商界展關懷」標誌，以肯定本公司對社會作出的貢獻及締造共融社會。

### 總結

本集團除了取得ISO14001環境管理系統認證外，更於二零一零年起將EICC電子行業行為準則導入公司管理系統，使管理系統包含勞工、環保、職業安全健康、商業道德層面而更趨完整。電子行業公民聯盟（「EICC」）乃各國際大廠家及大型電子及電氣企業所組成的聯盟，以訂定實踐企業社會責任的一些指標（《電子行業行為準則》），從而改善電子行業中的工作環境及條件。準則內容包括勞工、職業安全健康、環保、商業道德及管理體系等範疇，為達至相關要求及準則，並進行獨立審核，故本集團已成立專責小組，以展開各相關範疇之培訓，對應整改及內部審核等工作，本集團已採納這全球具領導之行為準則，並由管理層訂定方針帶領集團朝著這行為準則進發。

## Corporate Governance Report 企業管治報告書

The Company and its subsidiaries (the “**Group**”) are committed to achieving high standards of corporate governance to safeguard the interests of shareholders of the Company (the “**Shareholders**”) and to enhance corporate value and accountability.

For the year ended 31 March 2010 (the “**Year**”), the Group has applied the principles of the recently promulgated Code on Corporate Governance Practices (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and complied with the code provisions (the “**Code Provisions**”) of the CG Code, save for deviation from Code Provisions A.2.1, A.4.1 and A.4.2 of the CG Code. This report describes our Group’s corporate governance practices and explains the said deviations from the CG Code.

### A. BOARD OF DIRECTORS

#### 1. The Board of Directors

- 1.1 As at 31 March 2010, the Board consisted of seven Directors, comprising Mr. Ho Cheuk Fai (Chairman and Chief Executive Officer), Mr. Kwok Wing Kin, Francis (Deputy Chairman and Chief Operating Officer) and Mr. Lee Shu Ki as executive Directors; Mr. Ho Cheuk Ming as a non-executive Director and Mr. So Wai Chun, Mr. Chan Sui Sum, Raymond and Mr. Fong Hoi Shing as the independent non-executive Directors. The Board has the collective responsibility for the leadership and promotion of the success of the Group’s business by directing and supervising the Group’s affairs.

為保障全體本公司股東（「**股東**」）權益及提升企業價值和問責性，本公司及其附屬公司（「**本集團**」）一向承諾恪守奉行最嚴謹之企業管治。

於截至二零一零年三月三十一日止年度（「**本年度**」）內，本集團已應用最新頒佈並列載於香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十四之企業管治常規守則（「**企業管治守則**」）所規定之原則及遵守所有守則條文（「**守則條文**」）（除了偏離企業管治守則條文A.2.1、A.4.1及A.4.2條外）。本報告書詳述集團之企業管治慣例，並闡釋企業管治守則之原則應用及偏離企業管治守則的行為。

### A. 董事會

#### 1. 董事會

- 1.1 截至二零一零年三月三十一日，董事會由七名董事組成。包括執行董事：何焯輝先生（主席兼行政總裁）、郭永堅先生（副主席兼營運總裁）及李樹琪先生。非執行董事：何卓明先生。獨立非執行董事：蘇偉俊先生、陳瑞森先生及方海城先生。董事會成員共同負責本集團事務之領導及管治工作，並共同承擔指引及監督本集團事務之責任。

## Corporate Governance Report 企業管治報告書

1.2 The Board is committed to the Group's objectives of enhancing the Shareholders' value and provision of superior products and services. The Board is collectively responsible for formulating the overall objective and strategy of the Group; monitors and evaluates its operating and financial performance and reviews the standard of corporate governance of the Group. It also makes decisions on matters such as approving the annual results, interim results and quarterly operational review, connected transactions, appointment and re-appointment of Directors, declaring dividends and adopting accounting policies. The Board has delegated the authority and responsibility for implementing business strategies and management of the daily operations of the Group's businesses to the management.

1.3 The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require.

The Board had met five times for the Year and considered, reviewed and approved the Group's annual results for the year ended 31 March 2009, quarterly operational review and interim results of the Group for the Year.

1.2 董事會致力實現本集團有關提升股東價值以及提供優越產品與服務之目標。董事會訂立集團之整體目標及策略，並監管及評估集團在營運與財務上之表現，以及檢討集團之企業管治水平。董事會亦須決定各項事宜，其中包括全年業績、中期業績及季度營運狀況、關連交易、董事聘任或續聘、股息分派及採納會計政策。董事會已授權管理層負責推行本集團商業策略及管理本集團之日常業務運作。

1.3 董事會每季舉行定期會議，並於情況需要時召開特別會議。

董事會於本年度內已舉行五次會議，並已考慮、審閱及批准集團截至二零零九年三月三十一日之全年業績及於本年度之季度營運狀況及中期業績。

## Corporate Governance Report 企業管治報告書

The attendance records of Board meetings held during the Year are set out below:

以下是本年度董事會會議的出席紀錄：

### Attendance of individual Directors at Board meetings during the Year

本年度董事會會議個別董事的出席率

		No. of attendance/ No. of meetings 出席次數／會議次數	Attendance rates 出席率
<i>Executive Directors</i> 執行董事			
Mr. Ho Cheuk Fai	何焯輝先生	5/5	100%
Mr. Kwok Wing Kin, Francis	郭永堅先生	5/5	100%
Mr. Lee Shu Ki	李樹琪先生	5/5	100%
<i>Non-executive Directors</i> 非執行董事			
Mr. Ho Cheuk Ming	何卓明先生	5/5	100%
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. So Wai Chun	蘇偉俊先生	5/5	100%
Mr. Chan Sui Sum, Raymond	陳瑞森先生	5/5	100%
Mr. Fong Hoi Shing	方海城先生	5/5	100%
<b>Average attendance rate</b>	<b>平均出席率</b>		<b>100%</b>

1.4 To maximize the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established an audit committee and a remuneration committee. Detailed descriptions of each of these committees are set out below. All of these committees adopt, as far as practicable, the principles, procedures and arrangements of the Board in relation to the scheduling and proceeding of meetings, notice of meetings and inclusion of agenda items, records and availability of minutes.

1.4 為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立審核委員會及薪酬委員會。下文載列各委員會之詳細說明。董事委員會按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及載入議程項目、保存及提供會議記錄等之原則、程序及安排。



## Corporate Governance Report 企業管治報告書

### 2. Board Composition

2.1 As at 31 March 2010, the Board comprises seven Directors: three executive Directors, one non-executive Director and three independent non-executive Directors. Mr. Ho Cheuk Ming, the non-executive Director, is the younger brother of Mr. Ho Cheuk Fai, the Chairman and Chief Executive Officer. The Board has received annual confirmations of independence in writing from each of the independent non-executive Directors and believed that all the independent non-executive Directors met the guidelines for assessment of independence as set out in Rule 3.13 of the Listing Rules.

2.2 The attributes, skills and expertise among the existing Directors are considered appropriate so as to effectively lead, supervise and manage the Group, taking into account the scope and nature of the operations. The Directors have a mix of core competencies in areas such as accounting and finance, business and management, production and quality control techniques, supply chain management, industry knowledge and marketing strategies. Details of the experience and qualifications of Directors and Senior Management are set out in the section headed "Directors and Senior Management" in this Annual Report.

### 2. 董事會組成

2.1 於二零一零年三月三十一日，董事會由七名董事組成，包括三名執行董事；一名非執行董事及三名獨立非執行董事。執行董事何焯輝先生為主席兼行政總裁，乃非執行董事何卓明先生之兄。董事會已收悉有關各獨立非執行董事之獨立性的確認函並相信全體獨立非執行董事均能符合上市規則第3.13條所載有關獨立非執行董事獨立性評估之指引規定。

2.2 就本集團之業務範疇及性質而言，現任董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、生產及品質控制技術、供應鏈管理，行業知識及市場策略等實質專才。有關董事及高級管理人員之經驗及資歷資料載於本年報中「董事及高級管理人員」一節。

## Corporate Governance Report 企業管治報告書

### 3. Appointment, Re-election and Removal of Directors

- 3.1 At each annual general meeting of the Company (“AGM”), one-third of the Directors are required to retire from office by rotation. The Director, since his last election or appointment who has been the longest in office shall retire and be eligible for re-election at the AGM. The Chairman and/or the Managing Director of the Group shall not, when holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. With the introduction of the CG Code and to comply with Code Provision A.4.2 of the CG Code, the Chairman and/or the Managing Director of the Group will voluntarily retire at the AGM at least once every three years.
- 3.2 As at 31 March 2010, non-executive Directors (except Mr. Ho Cheuk Ming) including the independent non-executive Directors are appointed for a fixed term not exceeding three years and all non-executive Directors are subject to the requirements of retirement by rotation and re-election by Shareholders at the AGM in accordance with the Company’s bye-laws (the “Bye-laws”).
- 3.3 The names and biographical details of the Directors who will offer themselves for election or re-election at the forthcoming AGM are set out in the circular to Shareholders to assist Shareholders in making an informed decision on their elections.

### 3. 董事的委任、重選及罷免

- 3.1 於每屆股東週年大會（「股東週年大會」）上，三分之一董事須輪席退任。每年之退任董事須為彼等自上次獲選或重選以來任期為最長者並合資格於股東週年大會上膺選連任。擔任集團主席及／或董事總經理受制於輪席退任或於釐定股東週年大會上須輪席退任之董事人數時，毋須計及。然而，由於企業管治守則的推出及為遵守企業管治守則守則條文A.4.2，集團主席及行政總裁將至少每三年自願退任。
- 3.2 於二零一零年三月三十一日，非執行董事（何卓明先生除外）包括獨立非執行董事以固定任期委任，惟不超過三年，所有非執行董事並須根據本公司之公司細則（「公司細則」）於股東週年大會上輪席退任並重選連任。
- 3.3 將於應屆股東週年大會上膺選連任董事之姓名及履歷載於致股東之通函內，以協助彼等於表決時作出知情決定。

## Corporate Governance Report 企業管治報告書

3.4 Since the whole Board participates in the appointment of new Directors, the Company does not establish a nomination committee. In evaluating whether an appointee is suitable to act as a Director, the Board will consider the experience and skills of the appointee; as well as personal ethics, integrity and the willingness to commit time in the affairs of the Group. Where the appointee is appointed as an independent non-executive Director, the Board will also consider his/her independence. During the Year, the Board had also reviewed and made recommendations in respect of the re-appointments of retiring Directors, which were approved by the Shareholders at the last AGM.

3.4 由於新董事之委任是由董事會全體成員參議，故本公司並無成立提名委員會。在評估一名被委任者是否適合出任本公司董事時，董事會會考慮其經驗、專長及其個人操守及誠信，以及其願意付出處理集團事務之時間。當一名董事被委任為公司的獨立非執行董事時，董事會亦會考慮其獨立性。於本年度內董事會亦就上屆股東週年大會通過重新委任退任董事事宜上作出檢討及建議。

#### 4. Corporate Governance and Chairman and Chief Executive Officer

The Group is committed to achieving high standards of corporate governance. Throughout the year ended 31 March 2010, the Company had applied the principles and complied with the requirements set out in the CG Code in Appendix 14 of the Listing Rules, except the following:

Code Provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The Company does not segregate the roles of its Chairman and Chief Executive Officer and Mr. Ho Cheuk Fai (“**Mr. Ho**”) currently holds both positions.

#### 4. 企業管治及主席及行政總裁

本集團一向承諾恪守最嚴謹的企業管治，於截至二零一零年三月三十一日止年度，本公司一直依循及遵守上市規則附錄十四所載之企業管治守則，所有原則及規定。除以下所述：

企業管治守則條文第A.2.1條規定應區分主席與行政總裁的角色，並不應由一人同時兼任。本公司並無區分主席與行政總裁的角色，何焯輝先生（「**何先生**」）目前兼任該兩個職位。

## Corporate Governance Report 企業管治報告書

Being the founder of the Group, Mr. Ho has substantial experience in the manufacturing industry. At the same time, Mr. Ho has the appropriate skills and business acumen which are the pre-requisites for assuming the role of the Chief Executive Officer. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person would provide the Group with strong and consistent leadership and allows the Group to be more effective and efficient in developing long-term business strategies and execution of business plans. The Board considers that there is no need to segregate the roles of the Chairman and the Chief Executive Officer and Mr. Ho shall continue in his dual capacity as the Chairman and the Chief Executive Officer.

According to Code Provision A.4.1, non-executive Director should be appointed for a specific term, subject to re-election. Mr. Ho Cheuk Ming was re-designated as non-executive Director on 1 June 2007 without a specific term but Mr. Ho Cheuk Ming is subject to retirement by rotation according to the Bye-laws of the Company.

Moreover, Code Provision A.4.2 stipulated that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Company's bye-laws, at each annual general meeting, one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third but not greater than one-third shall retire from office provided that notwithstanding anything in the Company's bye-laws, the Chairman of the Directors and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Furthermore, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following AGM and would then be eligible for re-election. With the introduction of the CG Code and to comply with Code Provision A.4.2 of the CG Code, the Chairman and/or the Managing Director of the Group will voluntarily retire at the annual general meeting of the Company at least once every three years. As such, the Company considers that sufficient measures have been taken to ensure good corporate governance of the Company.

何先生為本集團的創辦人，於製造業具備豐富經驗。同時，何先生具備擔當行政總裁所需之合適管理技巧及商業觸覺之先決條件。董事會相信，由一人同時擔任主席與行政總裁的角色為本集團提供強大兼一致的領導，並可讓本集團更有效及有效率地發展長遠業務策略及執行業務計劃。因此董事會認為無須區分主席及行政總裁之角色，並由何先生繼續擔任這兩個角色。

按照守則條文A.4.1，非執行董事的委任應有指定任期，亦須接受重新選舉。何卓明先生於二零零七年六月一日獲再委任為非執行董事，沒有指定任期，但何卓明先生仍須依章輪值告退。

守則條文A.4.2則規定每名董事（包括有指定任期之董事）應至少每三年輪值退任一次。

根據本公司之細則，在本公司每一屆股東週年大會上，三分之一之當時在任之董事（或，倘其人數並非三之倍數，則最接近但不多於三分之一之數目）須輪值退任，惟本公司董事會主席及／或董事總經理不須按此規定輪值退任或在釐定每年退任董事人數時被計算在內。此外，任何填補空缺而獲委任之董事或為董事會新增之成員僅可任職至下屆股東週年大會為止，屆時彼可膺選連任。然而，由於《企業管治守則》的推出及為遵守《企業管治守則》守則條文A.4.2，本集團主席及／或董事總經理將至少每三年自願退任。因此，本公司認為已採取足夠措施，以確保本公司良好企業管治。

# Corporate Governance Report 企業管治報告書

The Company will continue to review its practices from time to time to achieve high standard of corporate governance.

本公司將繼續不時檢討其常規，以達至高水平之企業管治。

## B. BOARD COMMITTEE

### 1. Remuneration Committee ("RC")

- 1.1 The Board has established the RC in June 2005 with terms of reference, comprising a majority of independent non-executive Directors, which meets at least once a year. It is chaired by Mr. So Wai Chun and comprises two other members, namely Mr. Chan Sui Sum, Raymond and Mr. Ho Cheuk Ming. All RC members, with the exception of Mr. Ho Cheuk Ming (non-executive Director), are independent non-executive Directors. The quorum necessary for the transaction of business by the RC is two.
- 1.2 The principal responsibilities of RC are to formulate remuneration policy of the Group, review and make recommendations to the Board in respect of the remuneration policy and to determine the remuneration of the executive Directors and the senior management.
- 1.3 The RC met once during the Year with an attendance rate of 100% and reviewed its terms of reference, the remuneration policy of the Group and the remuneration packages of Directors and senior management staff.

### 2. Audit Committee ("AC")

- 2.1 The AC's membership, with the exception of Mr. Ho Cheuk Ming (non-executive Director), comprised the independent non-executive Directors as at 31 March 2010:

Mr. So Wai Chun (*Chairman*)  
Mr. Chan Sui Sum, Raymond  
Mr. Fong Hoi Shing; and  
Mr. Ho Cheuk Ming

The Board is of the opinion that members of the AC have sufficient accounting and financial management expertise or experience to discharge their duties.

## B. 董事委員會

### 1. 薪酬委員會

- 1.1 董事會已於二零零五年六月成立薪酬委員會連同職權範圍書，成員大多數為獨立非執行董事。薪酬委員會最少每年舉行一次會議，由蘇偉俊先生擔任主席，並包括兩位其他成員：陳瑞森先生及何卓明先生。除何卓明先生（非執行董事）外，全體薪酬委員會成員均為獨立非執行董事。薪酬委員會處理事務之法定人數為兩人。
- 1.2 薪酬委員會主要職能包括就本集團董事及高級管理層薪酬之公司政策及架構向董事會作出建議及釐定所有執行董事及高級管理層之薪酬計劃。
- 1.3 薪酬委員會於本年度已舉行一次會議，出席率為100%，以審閱其職權範圍、本集團的薪酬政策及董事和高級管理層之薪酬。

### 2. 審核委員會

- 2.1 截至二零一零年三月三十一日，審核委員會（除何卓明先生（非執行董事）外）均為獨立非執行董事組成：

蘇偉俊先生（*主席*）  
陳瑞森先生  
方海城先生  
何卓明先生

董事會認為，審核委員會成員擁有足夠會計及財務管理專業知識或經驗，以履行彼等之職務。

## Corporate Governance Report 企業管治報告書

2.2 The operations of the AC are regulated by its terms of reference. The main duties of the AC include:

- to review and supervise the Group's financial reporting process including the review of quarterly operational review, interim and annual results of the Group;
- to review the external auditors' appointment, remuneration and any matters relating to resignation or termination;
- to examine the effectiveness of the Group's internal control which involves regular review in various corporate structures and business process; and
- to realize corporate objective and strategy by taking into account the potential risk and the nature of its urgency in order to ensure the effectiveness of the Group's business operations. The scope of such reviews includes finance, operations, regulatory compliance and risk management.

2.3 The AC met two times during the Year with an attendance rate of 100% and reviewed the interim results of the Group for the Year and the annual results of the Group for the year ended 31 March 2009. The AC had also reviewed the Group's audited annual results of the Year. The Company Secretary of the Company keeps all minutes of the AC.

### C. SECURITIES TRANSACTIONS BY DIRECTORS

1.1 The Company has adopted a Code for Securities Transactions by Directors of the Group (the "**Company's Model Code**") on terms no less exacting than the required standard set out in Model Code for Securities Transactions by Directors of Listed Companies (the "**Model Code**") contained in Appendix 10 of the Listing Rules.

2.2 審核委員會之運作受職權範圍規管。審核委員會之主要職責包括：

- 檢討及監控本集團之財務報告程序，包括審閱本集團的季度營運狀況、中期及年度業績；
- 檢討外聘核數師的委任和批准其薪酬及任何有關其辭任或辭退之任何事宜；
- 檢討本集團內部監控之有效性，包括定期檢討各項有關企業及業務的程序；及
- 在考慮到潛在風險的性質及迫切性的情況下體現企業目標及策略以確保本集團業務運作有效。該等檢討包括財務、營運、監管規則的遵守及風險管理等範圍。

2.3 審核委員會於本年度舉行兩次會議，其出席率為100%，並審閱了集團本年度之中期業績及截至二零零九年三月三十一日止年度的全年業績。審核委員會亦審閱了本年度本集團的全年業績。審核委員會之詳盡會議記錄由公司的公司秘書存置。

### C. 董事進行證券交易

1.1 本公司已採納本集團董事進行證券交易的標準守則（「**公司標準守則**」），其條款並不較上市規則附錄10所載上市公司董事進行證券交易的標準守則（「**標準守則**」）之條款寬鬆。



## Corporate Governance Report 企業管治報告書

- 1.2 Having made specific enquiries to all Directors, they have confirmed that they had complied with the required standards set out in both the Company's Model Code and the Model Code throughout the year ended 31 March 2010.

- 1.2 經向全體董事作出具體查詢後，彼等確認已於截至二零一零年三月三十一日止年度期間全面遵守標準守則及公司標準守則所載之標準規定。

### D. ACCOUNTABILITY AND AUDIT

#### 1. Financial Reporting

- 1.1 The Board acknowledges its responsibility for preparing the Group's accounts which gives a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumption or qualification as necessary. In preparing the accounts for the Year, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable.
- 1.2 The management provides explanation and information to the Board as to enable the Board to make informed assessments of the financial and other information put before the Board for approval.
- 1.3 The Board endeavours to ensure the making of balanced, clear and understandable assessments of the Group's position and prospects and extending the coverage of such information to include annual, interim and quarterly reports, price-sensitive announcements and financial disclosures as required under the Listing Rules, reports to regulators as well as any information that is required to be disclosed pursuant to statutory requirements.

#### 2. Internal Controls

The Board is responsible for the Group's system of internal controls and is committed to managing business risks and maintaining sound and effective internal control system to safeguard the Shareholders' investment and the Group's assets.

### D. 問責及審核

#### 1. 財務匯報

- 1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之帳目（按持續經營基準，並在有需要時以假設及保留意見支援）。於編製本年度之帳目時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。
- 1.2 管理層向董事會提供該等闡釋及資料，使董事會對其須批准之財務及其他資料能作出知情評估。
- 1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度、中期及季度報告、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

#### 2. 內部監控

董事會負責本集團之內部監控系統，並致力管理經營風險及確保內部監控系統穩健妥善且有效，以保障股東之投資及本集團的資產。

## Corporate Governance Report 企業管治報告書

During the Year, the Internal Audit Department under the supervision of the Board and the Audit Committee, has reviewed and reported on the adequacy of effectiveness of the internal control systems of the Group, covering financial, operational, compliance and risk management control functions.

The Board's annual review had considered the adequacy of resources, qualification and experience of staff of the Company's accounting and financial reporting function and their training programmes and budget.

The internal control system is designed to provide reasonable, but not absolute, assurance of no material mis-statement or loss and to manage instead of eliminating risks of failure in operational systems and achievement of the Group's objectives.

The Internal Audit Department performs regular audit reviews and report of the risk and key controls of the Group to the Board and the Audit Committee. The responsible Department Heads will be notified of the control deficiencies noted for rectification.

### 3. Auditors' remuneration

During the Year, the fees paid to PricewaterhouseCoopers, the Group's external auditor HK\$1,580,000 for audit services of the Group and for non-audit related services approximately HK\$260,000, representing mainly taxation services and other non-audit service fees.

## E. COMMUNICATION WITH SHAREHOLDERS

1. The Company strives to convey to Shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and to address the Shareholders concerned. Their views are communicated to the Board comprehensively.

於本財政年度內部審計部，在董事會及審核委員會的監督下，已對本集團內部監控制度之有效性進行檢討及匯報，範圍包括財務、營運、合規監控及風險管理功能。

董事會每年進行檢討時，已考慮本公司在會計及財務匯報職能方面的資源、員工資歷的足夠程度，以及員工所接受的培訓課程及有關預算充足程度。

內部監控系統乃提供合理，但非絕對地，確保沒有重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險及達致本集團之目標。

內部審計部進行定期審核，並向董事會及審核委員會匯報風險及主要的內部監控。部門主管將獲通知其監控不足之處以進行修正。

### 3. 核數師酬金

於本財政年度，支付予本公司外聘核數師羅兵咸永道會計師事務所1,580,000港元為本集團提供核數服務及約260,000港元為非核數相關服務（主要為稅務服務）。

## E. 與股東之溝通

1. 本公司致力向股東傳達明確、詳盡、適時及定期之相關資料，並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。

## Corporate Governance Report 企業管治報告書

- |  |   |
|--|---|
| <p>2. The Company communicates with the Shareholders through the publication of annual, interim reports, results announcements and releases. All communications to Shareholders are also available on the Company's website at <a href="http://www.karrie.com.hk">www.karrie.com.hk</a>.</p> | <p>2. 本公司透過刊發年報、中期報告、業績公佈及新聞發報與股東溝通。所有與股東之通訊亦載於本公司網站<a href="http://www.karrie.com.hk">www.karrie.com.hk</a>。</p> |
| <p>3. We had provided sufficient notice for Shareholders on all general meetings. The AGM provides a useful platform for Shareholders to exchange views with the Board. The Chairman of the Board and the Board members are available to answer Shareholders' questions.</p>                 | <p>3. 於各股東會，足夠通知已提供予股東。股東週年大會為股東與董事會提供有用之交換意見平台。董事會主席以及董事會成員將出席回答股東之問題。</p>                                       |
| <p>4. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Directors.</p>  | <p>4. 每一個實質上無關連之個別事項（包括選舉個別董事），以獨立決議案提呈於股東大會上。</p>  |
| <p>5. All votes of the Shareholders at a general meeting must be taken by poll according to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to bye-law 66 of the Bye-Laws.</p>                          | <p>5. 股東大會上的表決必須以投票形式進行。根據公司細則第66條，大會主席會因此要求股東週年大會上的決議皆由投票形式表決。</p>   |

### F. INVESTOR RELATIONS

1. The Board recognizes that effective communication with investors is the key to establish investor confidence and to attract new investors.

#### 2. Results announcement

As from January 2009, the Company had discontinued its current practice of adopting quarterly results announcement. Annual reports and interim reports are prepared and issued to all Shareholders within the prescribed period stipulated by the Listing Rules. All results announcements and reports are posted on the Company's website and the Stock Exchange's website. The Company can still provide the Shareholders and investors with an adequate degree of transparency and information of the financial position of the Company.

### F. 投資者關係

1. 董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。

#### 2. 業績公佈

自二零零九年一月起，本公司已終止其現行季度業績常規。本集團已於上市規則規定的期間內編製年度及中期報告，並刊發予全體股東。所有業績公佈及報告均載於本公司網站及聯交所網站。本公司仍然能夠就本公司之財務狀況，向股東及投資者提供足夠資料及透明度。

## Corporate Governance Report 企業管治報告書

### 3. Media and analysts briefings

Briefings for media are held on the same day immediately after the interim and annual results released via teletext. Briefing for analysts by way of presentation at luncheons, receptions or telephone conferences are organized thereafter. During the briefing, the Group's management provides an in-depth analysis of the Group's performances in respect of the relevant periods and ensures that the financial performance and accounts of the Group are well understood. There is also ample opportunity for the analysts and media to ask questions and interact with the executive Directors and senior management.

### 4. Tea-Break with individual investors

Since the first quarter of 2004/05, the Group has been arranging tea-break with individual investors to build up an interactive and direct communication channel. This allows individual investors talking to the management of the Group. Meanwhile, the Group would give an update about the status of the Group's development and share of their feelings toward the Group.

5. The Group regularly releases corporate information such as awards received, and the latest news of the Group's developments on its Company's website. The public are welcome to give their comments and make their enquiries through the Company's website, the management will give their prompt response.

### 3. 新聞界及分析員簡報會

新聞界簡報會緊隨中期及全年業績發佈於大利市機後的當日舉行。分析員簡報會以午餐會、接待會或電話會議形式於其後進行。於簡報會上，本集團管理層會深入分析本集團於有關期間之業績表現，並確保與會人士充分理解本集團財務表現及帳目。本集團亦提供足夠機會予分析員及新聞界提問及與執行董事和高級管理層溝通。

### 4. 與個人投資者茶敘

自二零零四／零五年度第一季起，本集團舉行茶敘，以提供渠道予個人投資者，透過跟管理層直接會面和互動溝通，從而增加對集團之了解，本集團會提供有關集團最新發展的更新資料及分享他們對集團的感受。

5. 本集團定期於本公司網站公佈公司資料，例如其所獲得獎項及本集團發展之最新消息等。本集團歡迎公眾人士透過本公司網站提出意見及查詢，管理層將會迅速跟進。

## Senior Management Profile 高級管理人員之個人資料

### DIRECTORS

#### Executive Directors

**Mr. HO Cheuk Fai**, aged 64, was appointed as a Director of the Company in October 1996 and is the Chairman and Chief Executive Officer of the Company as well as the founder of the Group. Prior to founding the Group in 1980, Mr. Ho had over 10 years' experience in factory management and in running operations specialised in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of New Sense Enterprises Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Ming, who is a non-executive Director and the husband of Ms. Ho Po Chu, who is a member of management team.

The solid business knowledge and working experience gained by Mr. Ho throughout the years are recognized by the academic. He was awarded with fellow membership of the Asian Knowledge Management Association in September of 2003 and Honorary Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate in Management by Lincoln University in April of 2007. He was appointed as a part-time professor at the University of Electronic Science and Technology of China in Sichuan, Chengdu.

Mr. Ho was appointed as member of the 10th Guangdong Provincial Committee of Political Consultative Conference in January 2008 and was reappointed as a member of 11th Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province in January 2007. He was also awarded as the Honorable Citizen of Dongguan City and Honorable Citizen of Yixing City. Mr. Ho currently participates in affairs of different associations, which include Hong Kong Metals Manufacturers Association, China Association of Enterprises with Foreign Investment, Overseas Friendship Association of Dongguan, Federation of Hong Kong Guangdong Community Organisations, Hebei Chinese Overseas Friendship Association, Hong Kong Hebei Association Ltd, Jiangsu Yixing Association of Enterprises with Foreign Investment, Hong Kong Youth Exchange Promotion United Association, Hong Kong Jiangsu Exchange Promotion Association, The Hong Kong Chinese Importers' & Exporters' Association and Dongguan University of Technology Education Foundation of Dongguan City.

### 董事

#### 執行董事

**何焯輝先生**，六十四歲，於一九九六年十月獲委任為本公司董事，並為本公司主席兼行政總裁及本集團的創辦人。於一九八零年成立本集團前，彼擁有逾十年工廠管理及塑膠、金屬與電子產品製造經驗。彼負責集團之整體企業策略及目標。彼為本公司法團大股東New Sense Enterprises Limited之董事，及為何卓明先生（本公司之非執行董事）的兄長及何寶珠女士（管理團隊成員之一）的丈夫。

憑藉多年於商界的深厚經驗及閱歷，得到了教學界之肯定，於二零零三年九月獲亞洲知識管理協會院士名銜，另於二零零七年四月獲加拿大管理學院頒授榮譽院士兼美國林肯大學頒授榮譽管理博士名銜；另獲四川成都電子科技大學委任為兼職教授。

彼於二零零八年一月獲委任為廣東省第十屆政協委員及於二零零七年一月續任廣東省東莞市第十一屆政協委員，另分別獲頒授東莞市榮譽市民及宜興市榮譽市民。同時亦積極參與多個商會事務，其中包括有香港金屬製造業協會、中國外商投資企業協會、東莞市海外聯誼會、香港廣東社團總會、河北海外聯誼會、香港河北聯誼會、江蘇宜興市外商投資企業協會、香港青年交流促進聯會、蘇港交流促進會、香港中華出入口商會及東莞市東莞理工學院教育發展基金會等。



## Senior Management Profile 高級管理人員之個人資料

**Mr. KWOK Wing Kin, Francis**, aged 48, was appointed as a Director of the Company in October 2000, and is a Deputy Chairman and the Marketing Director as well as Convener of the Executive Committee of the Group. Mr. Kwok was re-designated as a Deputy Chairman and a Chief Operational Officer as well as Convener of the Executive Committee of the Group with effect from 1 January 2008. Mr. Kwok graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a diploma in business management. Prior to joining the Group in 1989, Mr. Kwok had ten years' experience in plastic manufacturing sector and procurement work in electronics manufacturing sector.

**Mr. LEE Shu Ki**, aged 54, was appointed as a Director of the Company in December 1997, and is the Financial Controller and a member of the Executive Committee of the Group. He is responsible for overseeing the daily operation of the Group's Accounting Department. Mr. Lee graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in accountancy and is a fellow member of The Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants of the United Kingdom. He has over 25 years' accounting and financial management experience in manufacturing businesses. Mr. Lee joined the Group in June 1995.

### Non-executive Directors

**Mr. HO Cheuk Ming**, aged 56, was re-designated as a non-executive Director of the Company with effect from 1 June 2007. He was appointed as an executive Director of the Company from October 1996 to 31 May 2007, and was a Deputy Chairman and Chief Operation Officer as well as the Convener of the Executive Committee of the Group. He is responsible for the overall supervision of the Group's operation business. He joined the Group in 1980 and has over 20 years' experience in factory production. He is also the brother of Mr. Ho Cheuk Fai, who is one of the executive Directors, the Chairman and the Chief Executive Officer of the Company, and the brother-in-law of Ms. Ho Po Chu, who is a member of the management team.

**郭永堅先生**，四十八歲，於二零零零年十月獲委任為本公司董事，並為本集團副主席兼市場總監及執行委員會召集人，郭先生於二零零八年一月一日起獲調任為本集團副主席兼營運總裁及執行委員會召集人。郭先生畢業於香港理工學院（現稱香港理工大學），持有工商管理文憑。郭先生於一九八九年加入本集團之前，擁有十年塑膠製造及電子採購之經驗。

**李樹琪先生**，五十四歲，於一九九七年十二月獲委任為本公司董事，並為本集團財務總監及執行委員會成員之一，負責管理本集團會計部之日常運作。彼畢業於香港理工學院（現稱香港理工大學），持有會計學高級文憑，並為香港會計師公會資深會員及英國特許管理會計師公會之會員。彼擁有逾二十五年製造業之財務管理經驗。李先生於一九九五年六月加入本集團。

### 非執行董事

**何卓明先生**，五十六歲，於二零零七年六月一日起獲調任為非執行董事。彼由一九九六年十月至二零零七年五月三十一日期間為本公司執行董事，並為本集團副主席兼營運總裁及執行委員會召集人。負責本集團整體業務運作監督。彼於一九八零年加入本集團，擁有逾二十年工廠生產業務經驗。彼為何焯輝先生（本公司之執行董事成員之一、主席兼行政總裁）之弟及何寶珠女士的小叔。



## Senior Management Profile 高級管理人員之個人資料

### Independent Non-executive Directors

**Mr. SO Wai Chun**, aged 61, was appointed as an independent non-executive Director of the Company in July 2001. Mr. So has been doing business in Hong Kong and the People's Republic of China for over 20 years. His businesses are mainly specialized in financial services and international trading. In 2000, Mr. So was appointed as the China Representative of Forestry New Zealand Limited, which is a subsidiary of Evergreen Forestry Limited listed in New Zealand.

**Mr. CHAN Sui Sum, Raymond**, aged 70, was appointed as an independent non-executive Director of the Company in February 1998. He graduated from Oklahoma Baptist University in the United States with a bachelor degree in Arts in 1964. Mr. Chan has over 30 years' experience in the construction industry. He is also a director of Exalt International Limited and Shelton Food Industry Limited.

**Mr. FONG Hoi Shing**, aged 46, was appointed as an independent non-executive Director of the Company in December 2004. He has extensive experience in accounting, finance and management. He holds a master degree in professional accounting, a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Secretaries and Administrators.

### MANAGEMENT

**Ms. HO Po Chu**, aged 61, is the Director of Administration of the Group. Ms. Ho is one of the founding members of the Group in 1980 and has over 20 years' experience in office administration and purchasing. She is responsible for supervising personnel and overall administration of the Group. She is also the wife of Mr. Ho Cheuk Fai, who is one of the executive Directors, the Chairman and the Chief Executive Officer of the Company, and sister-in-law of Mr. Ho Cheuk Ming, who is a non-executive Director.

### 獨立非執行董事

**蘇偉俊先生**，六十一歲，於二零零一年七月獲委任為本公司獨立非執行董事。蘇先生在香港及中國經商超過二十年，主要從事金融服務及國際貿易等業務。蘇先生於二零零零年曾被委任為新西蘭森林木材有限公司(Forestry New Zealand Limited)的中國代表。該公司乃新西蘭上市公司－Evergreen Forestry Limited的附屬公司。

**陳瑞森先生**，七十歲，於一九九八年二月獲委任為本公司獨立非執行董事。彼於一九六四年取得美國奧克拉荷馬大學文學士學位。陳先生從事建造業逾三十年。彼現為旭瞬國際有限公司及南寧兆中食品工業有限公司之董事。

**方海城先生**，四十六歲，於二零零四年十二月獲委任為本公司獨立非執行董事。方先生於會計、財務及管理方面擁有豐富經驗。彼持有香港理工大學頒授的專業會計碩士、公司行政管理深造文憑及會計學高級文憑，彼為香港會計師公會會員，亦為英國特許秘書及行政人員公會會員。

### 管理人員

**何寶珠女士**，六十一歲，本集團行政總監。何女士為本集團於一九八零年成立時的創辦人之一，擁有逾二十年辦公室行政及採購經驗。彼負責監督本集團之人事及整體行政工作。彼為何焯輝先生(本公司執行董事成員之一、主席兼行政總裁)之夫人及何卓明先生(本公司之非執行董事)的大嫂。

## Senior Management Profile 高級管理人員之個人資料

**Ms. CHAN Ming Mui, Silvia**, aged 38, is the General Manager – Human Resources and Administration of the Group and responsible for the overall operation of human resources, administration and EDP department of the Group. Ms. Chan is one of the members of the Executive Committee and Internal Audit Committee of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She joined the Group in 1996 and has over 10 years' experience in administration and management.

**Mr. CHAN Raymond**, aged 43, is the Senior Marketing Director of the Group and an observer of the Executive Committee, responsible for the Group's marketing development related work. He joined the Group in 1985 and has over 15 years' experience in sales and marketing.

**Mr. WONG Siu Ching**, aged 52, is the General Manager of TIS Technologies (H.K.) Ltd., a joint venture company of the Group responsible for general operation and management of TIS as from 1 November 2009. Prior to this appointment, he was the Marketing Director of the Group, responsible for project development and marketing for the Group. Mr. Wong joined the Group in 1988 and he had over 30 years' experience in sales and marketing.

**Mr. CHAN Wah Ying**, aged 45, is the General Manager – Production Operation and Quality of the Group and an observer of the Executive Committee. Mr. Chan graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Manufacturing Engineering. Prior to joining the Group in 1992, Mr. Chan had over 13 years' experience in quality management in an electronic manufacturing company.

**Ms. YIU Yuet Fung**, aged 45, is the Assistant General Manager at the Group's factories in China and an observer of the Executive Committee, responsible for the overall personnel and administration management. She joined the Group in 1984 and has over 18 years' experience in managing the production process of manufacturing industries and 8 years' experience in overall personnel and administration management.

**陳名妹小姐**，三十八歲，本集團人力資源及行政總經理，負責人力資源、行政及電腦部之整體運作。陳小姐是集團執行委員會及內部審計管理委員會之成員。陳小姐於香港城市大學畢業，主修公共行政及管理。彼於一九九六年加入本集團，擁有逾十年行政及管理經驗。

**陳毅文先生**，四十三歲，本集團高級市場總監及執行委員會列席成員，負責集團市場業務拓展。彼於一九八五年加入本集團，擁有逾十五年銷售及市場推廣經驗。

**王少正先生**，五十二歲，自二零零九年十一月一日始擔任合資公司嘉友科技(香港)有限公司(「嘉友」)總經理，負責嘉友之整體營運及管理。獲此委任前為本集團市場總監，負責本集團項目發展及市場推廣。王先生於一九八八年加入本集團並擁有逾三十年銷售及市場推廣經驗。

**陳華英先生**，四十五歲，本集團生產運作及品質總經理及執行委員會列席成員。陳先生畢業於香港理工學院(現稱香港理工大學)，持有製造工程高級證書。彼於一九九二年加入本集團前，擁有逾十三年於電子製造公司的品質管理經驗。

**姚月鳳小姐**，四十五歲，本集團中國廠房之副總經理及執行委員會列席成員，負責國內人事及行政整體管理。彼於一九八四年加入本集團，擁有逾十八年於製造業生產程序管理經驗及八年人事及行政整體管理經驗。

## Senior Management Profile 高級管理人員之個人資料

**Mr. WONG Fok Tsun, Albert**, aged 58, is the Senior Internal Audit Manager of the Group, responsible for setting up internal audit procedure and reporting directly to the Board and the Internal Audit Committee. Mr. Wong graduated from Curtin University of Technology, WA with a bachelor degree in Management and Marketing. He also holds a master degree of Accounting from the same University. He is a fellow member of The Association of International Accountants, UK and is an associate member of CPA Australia. He is also a member of The Institute of Internal Auditors Inc. U.S.A. Mr. Wong has over 10 years' experience in internal auditing and 12 years' experience in financial accounting. He joined the Group in March 2003.

**Mr. HA Hon Leung**, aged 50, is the Technical Director of the Engineering and R&D Department, responsible for managing engineering capabilities and project development. Mr. Ha holds a bachelor degree from The University of Windsor, Canada, and a master degree from The University of Waterloo, Canada, both in Electrical Engineering. He also holds a master degree in business administration from Heriot-Watt University, UK. Mr. Ha has over 20 years' experience in engineering and technical management in the electronics industry.

**Mr. CHEUNG Pui Kuen**, aged 49, is the General Manager of Supply Chain Management of the Group, responsible for the overall operation of the Group's supply chain management and logistics system. Mr. Cheung graduated from The Loughborough University of Technology, United Kingdom with a bachelor degree in Aeronautical Engineering and Design. He also holds a master degree in Industrial Engineering and Industrial Management from the University of Hong Kong, master degree in Global Supply Chain Management from the Hong Kong Polytechnic University, and master degree in business administration from Upper Iowa University, USA. Mr. Cheung rejoined the Group in 2008. He has over 20 years' experience in manufacturing engineering and supply chain management.

**Mr. LEUNG Kwok Ming, Daniel**, aged 44, is the General Manager of System Integration of the Group, responsible for system integration and factory operational management. Mr. Leung graduated from the University of Hong Kong with bachelor degree in Mechanical Engineering and a master degree in Mechatronics. He joined the Group in June 2009. He has over 10 years' experience in global procurement engineering and over 10 years' operational management experience in factory of electronics and system integration products.

**黃福全先生**，五十八歲，本集團高級內部審計經理，負責建立內部審計運作程序及直接向董事會及內部審計管理委員會報告。黃先生畢業於西澳洲Curtin科技大學，持有管理及市場學士學位，並持有同一大學會計學碩士學位。彼為英國國際會計師公會資深會員及澳洲會計師公會會員，亦為美國內部審計師學會的會員；擁有逾十年內部審計及十二年財務會計經驗。彼於二零零三年三月加入本集團。

**夏漢良先生**，五十歲，本集團工程及研發部技術總監，負責管理工程研發及項目發展。夏先生持有加拿大溫莎大學電氣工程學士及滑鐵盧大學電氣工程碩士學位，並持有英國Heriot-Watt大學工商管理碩士學位。彼在電子業擁有逾二十年工程及技術管理經驗。

**張沛權先生**，四十九歲，本集團供應鏈管理總經理，負責監督集團整體供應鍊管理及物流系統。張先生於英國Loughborough科技大學畢業，持有航空學工程及設計學士學位，並持有香港大學工業工程及工業管理碩士學位，香港理工大學全球供應鏈管理理學碩士學位及美國上愛荷華大學工商管理碩士學位。張先生於二零零八年重新加盟，彼擁有逾二十年製造業工程及供應鏈管理經驗。

**梁國明先生**，四十四歲，本集團之系統整合總經理，負責系統整合及廠房營運管理。梁先生畢業於香港大學，並持有機械工程學士學位及電子機械學碩士學位。彼於二零零九年六月加盟本集團，擁有逾十年環球採購工程工作經驗及逾十年電子及系統整合產品廠房營運管理經驗。

## Report of the Directors 董事會報告

The Board has the pleasure of presenting the report together with the audited financial statements of the Group for the Year.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of computer casings, office automation products, moulds, plastic and metal parts (together referred to as "Metal and Plastic Business") and provision of electronic manufacturing services business ("EMS Business").

The Group's turnover by principal product category and geographical locations for the Year are set out in Note 5 to the financial statements.

### DIVIDENDS

The Board recommended to pay a final dividend of HK1 cent (2008/09: HK1.5 cents) per share to shareholders whose names appear on the Register of members of the Company on 3 September 2010. Together with the interim dividend, total dividend paid for this year amounted to HK1 cent (2008/09: HK1.5 cents) per share.

### RESULTS AND APPROPRIATIONS

Details of the Group's results for the Year are set out in the consolidated income statement on page 117 of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and of the Company during the Year are set out in Note 7 to the financial statements.

### SHARE CAPITAL

Details of the share capital of the Company are set out in Note 15 to the financial statements.

董事會謹此呈上本集團本年度之報告及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股，其附屬公司主要從事製造及銷售電腦外殼、辦公室文儀產品、模具、塑膠及金屬部件（統稱「五金塑膠業務」）及提供電子專業代工服務（「電子專業代工業務」）。

本集團本年度之營業額按主要產品及地區之分析詳載於財務報表附註 5。

### 股息

董事會已建議派發末期股息每股1港仙（二零零八／零九年度：1.5港仙）予所有於二零一零年九月三日當日名列於本公司股東名冊內的股東；連同中期股息，全年股息共達每股1港仙（二零零八／零九年度：1.5港仙）。

### 業績與分派

本集團本年度之業績，詳載於本年報第117頁之綜合損益表內。

### 物業、廠房及設備

本集團及本公司在本年度內之固定資產變動情況詳載於財務報表附註 7。

### 股本

本公司股本情況詳載於財務報表附註15。

## Report of the Directors 董事會報告

### RESERVES

Movements in reserves of the Group and the Company during the Year are set out in Note 17 to the Financial Statements.

As at 31 March 2010, the Company's reserves of approximately HK\$242,034,000 representing the contributed surplus and retained profit were available for distribution to the Company's shareholders.

### DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$86,000.

### PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the Year.

### SHARE OPTIONS SCHEMES

#### The New Scheme

The New Scheme was adopted on 21 May 2002 and was subsequently amended on 4 August 2006 to comply with the new requirements of Chapter 17 of the Listing Rules effected on 1 September 2001. Details of the New Scheme are summarised herein below:

- (i) The purpose of the New Scheme is to provide incentives or rewards to eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any Invested Entity (as defined in the New Scheme);

### 儲備

本集團及本公司在本年度之儲備變動情況載於財務報表附註17。

截至二零一零年三月三十一日止，本公司可供分派予本公司股東的儲備約242,034,000港元，為繳入盈餘、保留溢利及擬派股息。

### 捐款

本集團於本年度進行之慈善及其他捐款達86,000港元。

### 購買、出售或贖回股份

本公司及其附屬公司在本年度內概無購買或出售本公司任何股份。

### 購股權計劃

#### 新計劃

新計劃於二零零二年五月二十一日採納，及後於二零零六年八月四日進行修訂，以符合二零零一年九月一日生效之上市規則第十七章之新規定。新計劃之詳細摘要如下：

- (i) 新計劃旨在鼓勵或獎勵合資格參與者對本集團作出貢獻及／或有助本集團招聘及挽留能幹之僱員，以及吸納對本集團與任何投資對象（按《新計劃》定義）有價值之人才；



## Report of the Directors 董事會報告

### SHARE OPTIONS SCHEMES (Cont'd)

#### The New Scheme (Cont'd)

- (ii) The participants of the New Scheme include any employee, director (including executive and non-executive director of the Group), shareholder, supplier, customer, consultant, adviser, other service provider, partner and business or strategic alliance partner of the Group or any Invested Entity (as defined in the New Scheme) or any discretionary trust whose discretionary objects may be any of the above persons;
- (iii) The total number of shares that may be issued by the Company if all options granted under the New Scheme have been exercised is 30,200,000, which represents 5.23% of the existing issued share capital of the Company at the date of this report;
- (iv) The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company at the date of adoption of the New Scheme and thereafter, if refreshed, shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time;
- (v) Unless approved by shareholders in general meeting, no participants shall be granted any option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted to such participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director in excess of 0.1% of the Company's share capital in issue for the time being and with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders;

### 購股權計劃 (續)

#### 新計劃 (續)

- (ii) 董事局可絕對酌情授購股權予新計劃之參與人，包括本集團之任何僱員或董事（包括本集團之執行及非執行董事）、股東、供應商、客戶、顧問、諮詢人、其他服務供應商、任何合營企業夥伴、業務或策略性聯盟合夥人以認購本公司之股份或任何投資對象（按《新計劃》定義）或彼等為全權託管受益人之任何全權信託；
- (iii) 根據新計劃已授出的所有購股權若然行使，本公司可發行之股份總數為30,200,000股，相當於本報告日期本公司現行已發行股本之5.23%；
- (iv) 其根據新計劃已獲授及將獲授購股權而獲發或將獲發之股份之總數不得超過採納新計劃當日之已發行股份數目之10%，及其後如獲更新，將不會超逾由股東批准更新當日已發行股份數目之10%。因行使根據新計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權而可予以發行之股份數目上限，不得超逾不時已發行股份之30%；
- (v) 除非獲得股東大會批准，否則因授予每名參與者之購股權在獲行使而已發行及將予發行之股份數目，在任何12個月內不得超逾已發行股份之1%。倘每名主要股東或獨立非執行董事獲授之購股權合共佔本公司當時已發行股份逾0.1%；或根據授出購股權當日聯交所每日價表所報股份之收市價計算，總值超逾5,000,000港元，則授予購股權之建議必須事先經股東批准；



## Report of the Directors 董事會報告

### SHARE OPTIONS SCHEMES (Cont'd)

#### The New Scheme (Cont'd)

- (vi) An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be notified by the Board to each grantee. Unless otherwise determined by the Board at its sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised;
- (vii) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (viii) The subscription price payable upon exercising any particular option granted under the New Scheme is determined based on a formula:  $P = N \times E_p$ , where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E<sub>p</sub>" is the exercise price of the highest of (a) the nominal value of a share in the Company on the date of grant; (b) the closing price of shares of the Company on the Stock Exchange, as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (c) the average of the closing prices of shares of the Company on the Stock Exchange on the five trading days immediately preceding the date of grant and as adjusted pursuant to the clauses of the New Scheme; and
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme.

### 購股權計劃 (續)

#### 新計劃 (續)

- (vi) 每名獲授人可按新計劃之條款於董事會向其通知之行使期內行使購股權。除董事會酌情考慮外，行使購股權時並無任何最少持有期限或工作表現目標要求之規限；
- (vii) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價，款項概不退回；
- (viii) 根據每項獲授予購股權在行使時認購本公司股份的價格乃按下列算式釐定： $P = N \times E_p$ ，其中「P」為認購價；「N」為認購之股份數目；「E<sub>p</sub>」為行使價以認購一股本公司股份之價格；惟至少必須為以下之較高者：(a)本公司股份的面值；或(b)本公司股份在聯交所之收市價，以有關購股權授予日聯交所日報表所示者為準；或(c)緊接授予購股權日期之前五個交易日本公司股份在聯交所之平均收市價或按新計劃條款所調整之行使值；及
- (ix) 新計劃之有效期為其獲採納當日起計直至十週年當日。

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) Details of share option movements during the Year under the New Scheme are as follows:

## 購股權計劃 (續)

### 新計劃 (續)

(x) 根據新計劃於本年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2009	Granted during the Year	Exercised during the Year	Lapsed/ cancelled during the Year	Outstanding at 31 March 2010
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於購股權二零零九年三月三十一日尚未行使 ('000) (千)	於本年度獲授予 ('000) (千)	於本年度行使 ('000) (千)	於本年度失效/取消 ('000) (千)	於本年度三月三十一日尚未行使 ('000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	450	-	-	450
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	450	-	-	450
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	600	-	-	600
Mr. Kwok Wing Kin, Francis 郭永堅先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	900	-	-	900
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	900	-	-	900
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	1,200	-	-	1,200
Mr. Lee Shu Ki 李樹琪先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	630	-	-	630
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	630	-	-	630
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	840	-	-	840
Ms. Ho Po Chu 何寶珠女士	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	270	-	-	270
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	270	-	-	270
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	360	-	-	360

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2009	Granted during the Year	Exercised during the Year	Lapsed/ cancelled during the Year	Outstanding at 31 March 2010
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於購股權二零零九年三月三十一日尚未行使 ('000) (千)	於本年度獲授予 ('000) (千)	於本年度行使 ('000) (千)	於本年度失效/取消 ('000) (千)	於本年度三月三十一日尚未行使 ('000) (千)
Mr. Ho Kai Man 何啓文先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	90	-	-	90
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	90	-	-	90
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	120	-	-	120
(ii) Other Eligible Participants 其他合資格參與者										
Employees 僱員	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	-	7,175	-	-	7,175
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	-	6,525	-	-	6,525
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	-	8,700	-	-	8,700

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) Details of share option movements during the period between 1 April 2009 to 30 June 2010:

## 購股權計劃 (續)

### 新計劃 (續)

(xi) 根據新計劃於二零一零年四月一日至二零一零年六月三十日止之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2010	Number of Share Options			Outstanding at 30 June 2010
							Granted during the period from 1 April 2010 to 30 June 2010	Exercised during the period from 1 April 2010 to 30 June 2010	Lapsed/cancelled during the period from 1 April 2010 to 30 June 2010	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零一零年三月三十一日尚未行使 (千)	二零一零年四月一日至六月三十日獲授予 (千)	二零一零年四月一日至六月三十日行使 (千)	二零一零年四月一日至六月三十日失效/取消 (千)	二零一零年六月三十日尚未行使 (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	450	-	-	-	450
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	450	-	-	-	450
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	600	-	-	-	600
Mr. Kwok Wing Kin, Francis 郭永堅先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	900	-	-	-	900
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	900	-	-	-	900
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	1,200	-	-	-	1,200
Mr. Lee Shu Ki 李樹琪先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	630	-	-	-	630
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	630	-	-	-	630
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	840	-	-	-	840

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2010	Number of Share Options			Outstanding at 30 June 2010
							Granted during the period from 1 April 2010 to 30 June 2010	Exercised during the period from 1 April 2010 to 30 June 2010	Lapsed/cancelled during the period from 1 April 2010 to 30 June 2010	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零一零年三月三十一日尚未行使 (千)	二零一零年四月一日至六月三十日獲授予 (千)	二零一零年四月一日至六月三十日行使 (千)	二零一零年四月一日至六月三十日失效/取消 (千)	二零一零年六月三十日尚未行使 (千)
Ms. Ho Po Chu 何寶珠女士	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	270	-	-	-	270
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	270	-	-	-	270
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	360	-	-	-	360
Mr. Ho Kai Man 何啓文先生	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	90	-	-	-	90
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	90	-	-	-	90
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	120	-	-	-	120
(ii) Other Eligible Participants 其他合資格參與者										
Employees 僱員	05/03/2010	0.55	01/12/2010-04/03/2020	0.54	-	7,175	-	-	(54)	7,121
	05/03/2010	0.55	01/07/2011-04/03/2020	0.54	-	6,525	-	-	(54)	6,471
	05/03/2010	0.55	01/07/2012-04/03/2020	0.54	-	8,700	-	-	(72)	8,628

## Report of the Directors 董事會報告

### SHARE OPTIONS SCHEMES (Cont'd)

#### The New Scheme (Cont'd)

A professional actuarial firm has been invited in the year of 2009/10 to perform a valuation of the share options granted under the share option schemes.

According to the Hong Kong Financial Reporting Standard 2 ("HKFRS2"), the cost of share-based transactions should be recognised as an expense over the period from the date of grant until they are exercisable by the receiver of such payment. The expense required to be reported for share options granted on or before 31 March 2010 would be estimated as follows:

	Financial Year				Total 合計
	2009/10	2010/11	2011/12	2012/13	
P&L expenses (HK\$'000) 損益賬支出 (千港元)	419	4,700	1,588	299	7,006

Employee share option expenses charged to the consolidated income statement are determined with the Trinomial Model valuation model based on the following assumptions:

Date of valuation	估值日期	05 Mar 2010	二零一零年三月五日
Date of grant	授出日期	05 Mar 2010	二零一零年三月五日
Option value	認股權價值	HK\$0.223-HK\$0.244	港幣0.223-港幣0.244
Market price at date of grant	於授出日之市場價值		HK\$0.55 港幣0.55
Exercisable price	行使價		HK\$0.55 港幣0.55
Risk-free interest rate	無風險利率		2.68% 2.68%
Life of options	認股權有效年期		10 years 十年
Expected Volatility (120 months)	預期波幅 (120個月)		50.73% 50.73%
Expected Dividend yield	預期每股股息		2.78% 2.78%

### 購股權計劃 (續)

#### 新計劃 (續)

一間專業估值公司於二零零九／一零年度獲邀評估本公司之購股權價值和費用。

根據香港財務報告準則第二號 (「香港財務準則2」)，購股權於授出日期的公平值須於有關的權益期內攤銷，攤銷支出從損益帳戶扣除。有關於二零一零年三月三十一日或以前授出的購股權所產生的損益帳支出遂評估如下：

於綜合損益表中扣除之僱員認股權費用乃根據以下假設及按三項式模型計算：



# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

There are several relevant measures that may be considered to assess the financial impact of the share option schemes, including the expense of share-based transactions under generally accepted financial reporting standards (e.g., HKFRS2). The expense of the share-based transactions is attributed over the period from the original transaction date (i.e., grant date) to the date when the recipient's entitlement to the payment has been fully realized (i.e., vested).

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility based on publicly available information. Change in the subjective input assumptions could materially affect the fair value estimate.

The result of the Trinomial Model can be materially affected by changes in these assumptions so an option's actual value may differ from the estimated fair value of the options due to limitations of the Trinomial Model.

In assessing the value of the share options granted during the Year and the expense of share-based transactions under HKFRS2 requirement, the Trinomial option pricing model has been used. The Trinomial Model is one of the generally most accepted methods used to calculate the value of options and expense of share-based transactions.

The parameters of the Trinomial Model include the risk free rate, dividend yield, exit rate and trigger price multiple. The risk free rate has made reference to the yield Exchange Fund Notes as at the grant date. The dividend yield makes reference to the dividend history and it is assumed that the grantee will exercise the option in accordance with their sub-optimal exercise policy.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

## TEN-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on page 191 of this annual report.

## 購股權計劃 (續)

### 新計劃 (續)

現時有數種計量方法可以考慮用作評估購股權計劃對財務報表的影響，包括於普遍採納的財務報告標準（如香港財務準則2）下以股份支付的交易的有關支出。至於以股份支付的交易的相關支出則會於有關權益期內（即不同財政年度內）攤銷。

預期波動率是依據歷史波動率，並且就按照可公開獲得的資料預期未來波動率的任何預期變化作出調整後得出。主觀輸入假設的變動可能嚴重影響所估計的公允價值。

倘上述假設出現變動，足以嚴重影響三項式模型的結果，故股股權的實際價值可能因三項式模型的限制而有別於購股權的估計公平值。

香港財務準則2規定下在本年度以股份支付的交易的相關支出乃使用三項式模型評估。三項式模型乃計算購股權價值及股份支付的交易的有關支出最為普遍接納之方法之一。

三項式模型之參數包括購股權之無風險利率、股息回報率、提早行使購股權和價格波動等因素。無風險利率乃參照香港外匯基金票據之回報率。股息回報率乃反映有關過往紀錄及假設授讓者將根據次佳行使政策行使購股權。

## 優先權

公司細則規定概無載有本公司須按比例向現有股東發行新股之優先權條文，而百慕達法例中亦無限制有關優先權之條文。

## 十年財務概要

本集團過去十個財政年度之業績及資產與負債摘要載於本年報第191頁。

## Report of the Directors 董事會報告

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

### SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 8 to the financial statements.

### BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 March 2010 are set out in Notes 19 to the financial statements.

### BOARD OF DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

#### Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)  
Mr. Kwok Wing Kin, Francis (*Deputy Chairman & Chief Operational Officer*)  
Mr. Lee Shu Ki

#### Non-executive Directors

Mr. Ho Cheuk Ming

#### Independent Non-executive Directors

Mr. So Wai Chun  
Mr. Chan Sui Sum, Raymond  
Mr. Fong Hoi Shing

The independent non-executive Directors are appointed for specific terms and hold office until 30 June 2011, 4 February 2011 and 6 December 2010, respectively, subject to extension.

In accordance with Article 87 of the Company's By-laws and A.4.2. of the Code on Corporate Governance Practices, Messrs. So Wai Chun and Chan Sui Sum will retire from office by rotation at the forthcoming annual general meeting. All such Directors, being eligible, offer themselves for re-election.

### 管理合約

本年度內，本公司概無就整體業務或任何重大業務之管理或行政工作訂立任何合約，亦無存有此等合約。

### 附屬公司

本公司各附屬公司之詳情，載於財務報表附註8。

### 銀行貸款與透支

本集團於二零一零年三月三十一日之銀行貸款與透支詳情列於財務報表附註19。

### 董事會

本年度內及截至本年報日期止，在任之董事如下：

#### 執行董事

何焯輝先生 (*主席兼行政總裁*)  
郭永堅先生 (*副主席兼營運總裁*)

李樹琪先生

#### 非執行董事

何卓明先生

#### 獨立非執行董事

蘇偉俊先生  
陳瑞森先生  
方海城先生

本公司獨立非執行董事之任期均以特定年期委任，其任期分別於二零一一年六月三十日、二零一一年二月四日及二零一零年十二月六日屆滿，延期除外。

按照本公司章程細則第87條規定，蘇偉俊先生及陳瑞森先生將於即將舉行之股東週年大會上輪席退任。所有該等董事為有資格並願意膺選連任。

## Report of the Directors 董事會報告

### DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming AGM has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

### CONNECTED TRANSACTIONS

Upon the expiry of the previous lease agreement on 17 November 2009, a new lease agreement (the "Lease Agreement") dated 16 November 2009 was entered into between Kings Lion Development Limited ("Kings Lion") as landlord and Karrie Industrial Company Limited ("Karrie Industrial"), a wholly-owned subsidiary of the Company, as tenant for the lease of a portion (being 26,573 square feet in gross floor area) of 9th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories together with one car parking space in the same building at a monthly rental of HK\$132,865 (that is, at approximately HK\$5 per square foot) for a term of two years commencing on 18 November 2009.

Kings Lion is a connected person of the Company under Chapter 14A of the Listing Rules for the reason that Mr. Ho Cheuk Fai, a Director of the Company, together with his spouse, control 100% of the voting power in general meeting and also control the board of Directors of Kings Lion. The transaction contemplated under the Lease Agreement (the "Lease Transaction") therefore constitutes a continuing connected transaction for the Company under Rule 14A.34 of the Listing Rules. Details of the Lease Transaction have been set out in the announcement dated 16 November 2009 issued to the shareholders of the Company.

### 董事之服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止之服務合約（法定賠償除外）。

### 董事於合約之利益

本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要合約。

### 關連交易

在前租賃協議於二零零九年十一月十七日期滿時，勁獅發展有限公司（「勁獅」）（出租人）與嘉利產品有限公司（「嘉利產品」）（本公司之全資附屬公司）（承租人）於二零零九年十一月十六日就位於新界荃灣青山公路611-619號東南工業大廈九樓部份樓面（建築面積為26,573平方呎）連同壹個位於該大廈地下的車位訂立租賃協議（「租賃協議」），月租132,865港元（即每平方呎約5港元），為期兩年，租期由二零零九年十一月十八日起計。

根據《上市規則》第14A章，勁獅為本公司之關連人士，因本公司董事何焯輝先生連同其妻子控制勁獅之股東大會100%投票權及其董事會。該訂定租賃協議交易（「租賃交易」）遂根據《上市規則》第十四A章第三十四條構成本公司之持續關連交易。有關租賃交易詳情已刊登在本公司於二零零九年十一月十六日向股東發出之公佈內。

## Report of the Directors 董事會報告

### CONNECTED TRANSACTIONS (Cont'd)

On 10 July 2008 (Hong Kong time), Karrie Technologies Company Limited, an indirect wholly-owned subsidiary of the Company entered into a shareholders' agreement (the "Shareholders' Agreement") with Sagem Communications SAS ("Sagem") for the establishment of a joint venture, Sagem Karrie Technologies (Hong Kong) Company Limited (the "JVCO"). The JVCO entered into a servicing agreement ("Sagem Servicing Agreement") and a supply agreement ("Sagem Supply Agreement") with Sagem. The technical services to be provided by Sagem under the Sagem Servicing Agreement encourages technical support services in relation to technology qualification, required certification, product safety, etc. The products to be delivered by the JVCO to Sagem under the Sagem Supply Agreement include multi-function fax printers, TS and TT fax machines, related PCBA and associated spare parts, which will be supplied by the JVCO to Sagem.

Following the completion of the Shareholders' Agreement, the JVCO will become an indirect 60% owned subsidiary of the Company. By virtue of its 40% interests in the JVCO, Sagem will become a substantial shareholder of the Company at subsidiary's level and hence a connected person of the Company. The transactions contemplated under each of the Sagem Servicing Agreement and the Sagem Supply Agreement will therefore constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Details of those transactions have been set out in the circular dated 11 August 2008 issued to the shareholders of the Company.

On 5 February 2009, the Company entered into the raw materials purchase agreement (the "Raw Materials Purchase Agreement") and the products supply agreement (the "Products Supply Agreement") with Sagem.

It was originally intended that the Sagem Supply Agreement would replace the existing supply arrangement with Sagem (the "Existing Supply Arrangement") after all the orders committed thereunder had been delivered and completed by the end of 2008. However, as the production equipment and machinery in the factory will be installed in phases, the JVCO will not be able to commence full operations until January 2010 to take over all the manufacturing activities which would have otherwise been undertaken by the other members of the Group under the Existing Supply Arrangement. The Products Supply Agreement will enable the Group to continue supplying the Products to Sagem and its subsidiaries (the "Sagem Group") after the termination of the Existing Supply Arrangement but before the JVCO commences full operations under the Sagem Supply Agreement in January 2010.

### 關連交易 (續)

於二零零八年七月十日(香港時間)，本公司之間接全資附屬公司嘉利環球有限公司與Sagem Communications SAS(「Sagem」)訂立股東協議(「股東協議」)成立合資公司嘉利先進科技(香港)有限公司(「合資公司」)合資公司與Sagem訂立Sagem服務協議(「Sagem服務協議」)及Sagem供應協議(「Sagem供應協議」)。Sagem根據Sagem服務協議將提供技術服務包含就科技、資格、所需證書、產品安全等之技術支援。合資公司根據Sagem供應協議將交付予Sagem之產品包括多用途傳真打印機、TS及TT傳真機、相關的PCBA及附屬零件。

在股東協議完成後，合資公司將成為本公司間接擁有60%權益之附屬公司。透過Sagem於合資公司之40%權益，在附屬公司層面，Sagem將成為本公司之主要股東，因而成為本公司之關連人士。根據上市規則第14A章，Sagem服務協議及Sagem供應協議各自項下擬進行之交易將因而構成本公司之持續關連交易。該等交易之詳情載於本公司於二零零八年八月十一日寄發予本公司股東之通函。

於二零零九年二月五日，本公司與Sagem訂立原材料採購協議(「原材料採購協議」)及產品供應協議(「產品供應協議」)。

原本計劃於現有供應安排所負責之全部訂單在二零零八年結束前交付及完成後，以Sagem供應協議取代現有供應協議(「現有供應協議」)。然而，由於廠房之生產設備及機器將分階段安裝，合資公司將於二零一零年一月才可全面運作，接管原本應由本集團之其他成員公司根據現有供應安排所負責之全部製造業務。產品供應協議將讓本集團在現有供應安排終止後但於合資公司根據Sagem供應協議在二零一零年一月全面運作前繼續向Sagem及其附屬公司(「Sagem集團」)供應產品。

## Report of the Directors 董事會報告

### CONNECTED TRANSACTIONS (Cont'd)

It was originally intended that the existing raw materials purchase arrangement with Sagem (the "Existing Raw Materials Purchase Arrangement") would be terminated as and when Sagem had completed the delivery of all the orders committed thereunder by the end of 2008, after which the Group would source raw materials from other independent third party suppliers. In view of the changing market conditions, the Group now takes the view that it is beneficial for the Group to source raw materials from the Sagem Group instead of sourcing the same from the independent third party suppliers directly. The Raw Materials Purchase Agreement will enable the Group to reduce the administration costs, eliminate the risk of default of independent third party suppliers and ensure a reliable supply of raw materials with consistent quality.

The transactions contemplated under each of the Products Supply Agreement and the Raw Material Purchase Agreement therefore constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Details of the transactions have been set out in the circular dated 5 March 2009 issued to the shareholders of the Company.

The independent non-executive Directors have reviewed the Transaction and confirmed that the Transaction has been entered into by the Group in the ordinary and usual course of its business and on normal commercial terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

In accordance with paragraph 14A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Board of Directors engaged the auditor of the Company to perform certain factual finding procedures on the above continuing connected transaction on a sample basis in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their factual findings on the selected samples based on the agreed procedures to the Board of Directors.

### 關連交易 (續)

原本計劃於Sagem在二零零八年結束前完成交付根據與Sagem之現有原材料採購安排(「現有原材料採購安排」)所負責之全部訂單時終止現有原材料採購安排，其後本集團會向其他獨立第三方供應商採購原材料。鑑於市況不斷轉變，本集團現時認為本集團向Sagem集團採購原材料較直接向獨立第三方供應商採購原材料更為有利。原材料採購協議將讓本集團降低行政費用，減低獨立第三方供應商之違約風險，並確保獲得可靠且質素穩定之原材料供應。

根據上市規則第14A章，產品供應協議及原材料採購協議各自項下擬進行之交易構成本公司之持續關連交易。該等交易之詳情載於本公司於二零零九年三月五日寄發予本公司股東之通函。

獨立非執行董事已審閱上述交易，並確認此等交易乃在本集團之日常業務中進行，並按公平合理的正常之商業條款訂立，對本公司之股東有利。

根據香港聯合交易所有限公司證券上市規則第14A.38條，董事會已委聘本公司核數師按照香港會計師公會發出的香港相關服務準則4400「就財務資料執行協定程序的聘用協定」，以抽樣方式對上述持續關連交易執行若干事實查明程序。核數師已將其對所抽選的樣本根據協定程序進行的事實結果向董事會報告。



# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2010

The interests and short positions of the Directors and the chief executives of the Company in the shares and the underlying shares of the Company and any associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO")) (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

### (A) Interests in the Company

## 董事及最高行政人員之股份權益

於二零一零年三月三十一日

本公司各董事及最高行政人員在本公司及任何相聯法團（釋義見《證券及期貨條例》（「《證券條例》」）第XV部）的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《上市公司董事進行證券交易的標準守則》（「《標準守則》」）通知本公司及香港聯合交易所有限公司（「聯交所」），如下：

### (甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each  
每股面值0.1港元之普通股數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	12,492,000 (Note 1) (附註一)	299,804,000 (Note 1) (附註一)	243,804,000 (Note 2) (附註二)	312,296,000	54.11
Mr. Ho Cheuk Ming	何卓明先生	13,604,000 (Note 3) (附註三)	–	243,804,000 (Note 2) (附註二)	257,408,000	44.60
Mr. Kwok Wing Kin, Francis	郭永堅先生	3,980,000 (Note 4) (附註四)	–	–	3,980,000	0.69
Mr. Lee Shu Ki	李樹琪先生	3,500,000 (Note 5) (附註五)	–	–	3,500,000	0.61
Mr. Fong Hoi Shing	方海城先生	2,000	–	–	2,000	0.00
Ms. Ho Po Chu	何寶珠女士	56,000,000 (Note 6) (附註六)	256,296,000 (Note 6) (附註六)	243,804,000 (Note 2) (附註二)	312,296,000	54.11

Notes:

1. The personal interests of Mr. Ho Cheuk Fai comprise 12,492,000 Shares. Mr. Ho Cheuk Fai is deemed to be interested in (a) 56,000,000 Shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 243,804,000 Shares in which his children under 18 are interested. Such 243,804,000 Shares in which his children under 18 are interested duplicate with his interests as founder of The Ho Family Trust in the same block of Shares referred to in Note 2 below.

附註：

一、何焯輝先生之個人權益包括12,492,000股本公司普通股股份。何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之56,000,000股股份；及(b)其未滿18歲之子女擁有243,804,000股股份之權益。該等由其未滿18歲之子女擁有權益之243,804,000股股份與何焯輝先生作為Ho Family Trust創立人於下文附註二所述同一類別股份擁有之權益重疊。



# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

### (A) Interests in the Company (Cont'd)

2. 243,804,000 Shares are held by New Sense Enterprises Limited ("New Sense"), the entire issued share capital of which is owned by Equity Trust (BVI) Limited as trustee for a discretionary trust, The Ho Family Trust. Mr. Ho Cheuk Fai is deemed to be interested in these 243,804,000 Shares as founder of The Ho Family Trust. Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects of The Ho Family Trust and are thus deemed to be interested in the 243,804,000 Shares held under The Ho Family Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu and Mr. Ho Cheuk Ming in the 243,804,000 Shares duplicate with each other.
3. The personal interests of Mr. Ho Cheuk Ming comprise 12,104,000 ordinary shares and 1,500,000 outstanding share options.
4. The personal interests of Mr. Kwok Wing Kin, Francis comprise 980,000 ordinary shares and 3,000,000 outstanding share options.
5. The personal interests of Mr. Lee Shu Ki comprise 1,400,000 ordinary shares and 2,100,000 outstanding share options.
6. The personal interests of Ms. Ho Po Chu comprise 55,100,000 ordinary shares and 900,000 outstanding share options. Ms. Ho Po Chu is also deemed to be interested in (a) 10,886,000 shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 243,804,000 shares in which her children under 18 are interested. Such 243,804,000 shares in which her children under 18 are interested are duplicated with her interests in the same block of shares referred to in Note 2 above.

### (B) Interests and short positions in associated corporations

- (i) Karrie Industrial Company Limited ("KICL")

## 董事及最高行政人員之股份權益 (續)

### (甲) 於本公司之權益 (續)

- 二、 243,804,000股股份由New Sense Enterprises Limited (「New Sense」) 持有，其全部已發行資本由Equity Trust (BVI) Limited作為全權信託Ho Family Trust之受託人持有。何焯輝先生作為Ho Family Trust之創立人，被視為於該等243,804,000股股份中擁有權益。何寶珠女士、何卓明先生及何焯輝先生之未滿18歲子女為Ho Family Trust之全權受益人，故被視為於Ho Family Trust持有之243,804,000股股份擁有權益。故此，何焯輝先生、何寶珠女士及何卓明先生於該等243,804,000股股份之權益彼此重疊。
- 三、 何卓明先生之個人權益由12,104,000股本公司普通股股份及1,500,000尚未行使之購股權組成。
- 四、 郭永堅先生之個人權益由980,000股本公司普通股股份及3,000,000尚未行使之購股權組成。
- 五、 李樹琪先生之個人權益由1,400,000股本公司普通股股份及2,100,000尚未行使之購股權組成。
- 六、 何寶珠女士之個人權益由55,100,000股本公司普通股股份及900,000尚未行使之購股權組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之12,492,000股股份；及(b)其未滿18歲的子女擁有243,804,000股股份之權益。該等243,804,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。

### (乙) 於相聯法團之權益及淡倉

- (i) 嘉利產品有限公司 (「嘉利產品」)

#### Number of non-voting deferred shares of HK\$100 each

#### 每股面值100港元之無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	43,000	43,000 (Note 1) (附註一)	43,000 (Note 1) (附註一)	43,000	85.98% (Note 2) (附註二)	43,000 (Note 1) (附註一)	85.98% (Note 2) (附註二)
Ms. Ho Po Chu 何寶珠女士	7,000	7,000 (Note 1) (附註一)	7,000 (Note 1) (附註一)	7,000	13.99% (Note 2) (附註二)	7,000 (Note 1) (附註一)	13.99% (Note 2) (附註二)

## Report of the Directors 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

### 董事及最高行政人員之股份權益 (續)

#### (B) Interests and short positions in associated corporations (Cont'd)

#### (乙) 於相聯法團之權益及淡倉 (續)

(ii) Karpo Technologies Limited ("KTL")

(ii) 嘉寶科技有限公司 (「嘉寶科技」)

#### Number of non-voting deferred shares of HK\$100 each 每股面值100港元之無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	10,000	10,000 (Note 1) (附註一)	10,000 (Note 1) (附註一)	10,000	99.90% (Note 3) (附註三)	10,000 (Note 1) (附註一)	99.90% (Note 3) (附註三)

(iii) Karrie Investment Holdings Limited ("KIHL")

(iii) 嘉利投資控股有限公司 (「嘉利投資」)

#### Number of non-voting deferred shares of HK\$1 each 每股面值1港元之無投票權遞延股份數目

	Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital	Short Positions	% of issued share capital
	個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)
Ms. Ho Po Chu 何寶珠女士	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)

# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

### (B) Interests and short positions in associated corporations (Cont'd)

#### (iii) Karrie Investment Holdings Limited ("KIHL") (Cont'd)

Notes:

1. Karrie International (B.V.I.) Limited ("KIBVI"), a direct wholly-owned subsidiary of the Company, has been granted options to acquire from Mr. Ho Cheuk Fai and Ms. Ho Po Chu their non-voting deferred shares in each of KICL, KTL and KIHL. Accordingly, KIBVI is taken to be interested in these non-voting deferred shares in respect of which Mr. Ho Cheuk Fai and Mr. Ho Po Chu have each created short positions. In addition, by virtue of (i) their interests in the Company; and (ii) the interests of their children under 18 in the Company, as referred to in Notes 1, 2 and 3 under the section headed "(A) Interests in the Company" above, Mr. Ho Cheuk Fai and Ms. Ho Po Chu are each deemed to be interested in the long positions that KIBVI has in these non-voting deferred shares. Such interests are duplicated with their personal interests in these non-voting deferred shares.
2. The entire issued share capital of KICL comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
3. The entire issued share capital of KTL comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
4. The entire issued share capital of KIHL comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

## 董事及最高行政人員之股份權益 (續)

### (乙) 於相聯法團之權益及淡倉 (續)

#### (iii) 嘉利投資控股有限公司 (「嘉利投資」) (續)

附註：

- 一、 Karrie International (B.V.I.) Limited (「KIBVI」)，本公司之直接全資附屬公司，獲授予認購權認購何焯輝先生和何寶珠女士於嘉利產品、嘉寶科技及嘉利投資所持有的無投票權遞延股份。由於何焯輝先生和何寶珠女士因上述所授予認購權而各自產生有關之淡倉，KIBVI遂持有該等股份之權益。再者，於上述(甲)「於本公司之權益」之附註一、二及三內，因他們及其18歲以下的子女持有本公司之權益，何焯輝先生和何寶珠女士各自被視為持有KIBVI中該等股份之權益。該等權益跟其個人於這些股份的權益乃屬重複的。
- 二、 嘉利產品已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 三、 嘉寶科技已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 四、 嘉利投資已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。

## Report of the Directors 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

Save as disclosed above, none of the Directors and the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and any associated corporations which were (a) recorded in the register required to be kept under Section 352 of the SFO; or (b) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

#### As at 30 June 2010

There have been no changes in the interests and short positions of the Directors and the chief executives of the Company in the shares and underlying shares of the Company and any associated corporations (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies during the period from 1 April 2010 to 30 June 2010.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had any interest in any business which competes with the business of the Group.

### 董事及最高行政人員之股份權益 (續)

除上文所披露外，本公司各董事及最高行政人員並無擁有在本公司及任何相聯法團的股份、相關股份及債券證中的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《標準守則》通知本公司及聯交所。

#### 於二零一零年六月三十日

於二零一零年四月一日至二零一零年六月三十日期間，本公司各董事及最高行政人員在本公司及任何相聯法團的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《標準守則》通知本公司及聯交所，並未有出現變動。

### 董事於競爭業務之權益

本公司各董事概無與本集團構成競爭之業務中擁有任何權益。

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2010 and 30 June 2010

The interests or short positions of the persons (other than a Director or Chief Executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

## 主要股東

於二零一零年三月三十一日及二零一零年六月三十日

以下人士（不包括董事及本公司之最高行政人員）於本公司股份及相關股份中擁有根據本公司須按《證券條例》第336條存置之登記冊之權益及淡倉：

### Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

Name of Shareholder 股東名稱	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
New Sense	243,804,000 (Note 附註)	–	42.24%
Equity Trust (BVI) Limited	–	243,804,000 (Note 附註)	42.24%

Note: Equity Trust (BVI) Limited is deemed to be interested in the 243,804,000 Shares held by New Sense by virtue of the fact that Equity Trust (BVI) Limited as trustee for The Ho Family Trust owns the entire issued share capital of New Sense.

附註：由於Equity Trust (BVI) Limited為持有New Sense全部已發行股份之Ho Family Trust之受託，故Equity Trust (BVI) Limited被視為擁有該等由New Sense持有之243,804,000股股份之權益。

Save as disclosed above, as at 31 March 2010 and 30 June 2010, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section "Directors' and Chief Executives' Interests in Shares" above, had an interest or short position in the shares and underlying shares of the Company that was required to be recorded in the register required to be kept under Section 336 of the SFO.

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零一零年三月三十一日及二零一零年六月三十日，並無人士擁有本公司之股份及相關股份之權益或淡倉，而該等權益或淡倉需根據《證券條例》第336條須予備存之登記冊所記錄。

## Report of the Directors 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2010 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	19%
Five largest suppliers combined	48%
Sales	
The largest customer	26%
Five largest customers combined	87%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 30 August 2010 to Friday, 3 September 2010 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2010 and for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 27 August 2010.

### PUBLIC FLOAT

As at the date of this annual report, based on public information available to the Company and to the best knowledge of the Directors, the Company maintained sufficient public float, being 25% of the issued share capital of the Company as required under the Listing Rules.

### 主要客戶及供應商

截至二零一零年三月三十一日止年度，本集團在主要供應商及客戶之購買及銷售百分比為：

購買	
最大供應商	19%
五大供應商共佔	48%
銷售	
最大客戶	26%
五大客戶共佔	87%

除上述外，各董事、彼等的聯繫人或以董事所知擁有本公司股本超過5%之股東並無擁有任何上述本集團主要供應商及客戶之權益。

### 暫停辦理過戶登記

本公司將由二零一零年八月三十日(星期一)至二零一零年九月三日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲符合獲派截至二零一零年三月三十一日止年度之擬派末期股息及出席股東週年大會之資格，所有填妥之股份轉讓文件連同有關之股票，須於二零一零年八月二十七日(星期五)下午四時三十分前送達本公司於香港之股份過戶登記處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至6室。

### 公眾持股量

於本年報刊發日期，根據本公司獲得的公開資料及據本公司董事知悉，本公司擁有足夠的公眾持股量，即不少於上市規則規定下本公司已發行股份的25%。



## Report of the Directors 董事會報告

### AUDITOR

The financial statements have been audited by Messrs. PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**Ho Cheuk Fai**

*Chairman*

Hong Kong, 19 July 2010

### 核數師

本年度之帳目由羅兵咸永道會計師事務所審核；該核數師已任滿，惟有資格並願意膺選連任。

承董事會命

*主席*

**何焯輝**

香港，二零一零年七月十九日

## Financial Section 財務專欄

### Independent Auditor's Report and Financial Statements 獨立核數師報告及財務報表

113	Independent Auditor's Report 獨立核數師報告	
115	Balance Sheets 資產負債表	
117	Consolidated Income Statement 綜合損益表	
118	Consolidated Statement of Comprehensive Income 綜合全面收益表	
119	Consolidated Statement of Changes in Equity 綜合權益變動表	
120	Consolidated Statement of Cash Flows 綜合現金流量表	
122	Notes to the Consolidated Financial Statements 綜合財務報表附註	
122	1. General Information	一般資料
122	2. Summary of Significant Accounting Policies	重要會計政策摘要
140	3. Financial Risk Management	財務風險管理
145	4. Critical Accounting Estimates and Judgements	關鍵性之會計估計及判斷
147	5. Segment Information	分部資料
151	6. Leasehold Land and Land Use Rights – Group	租賃土地及土地使用權 – 本集團
152	7. Property, Plant and Equipment – Group	物業、廠房及設備 – 本集團
153	8. Investment in Subsidiaries – Company	於附屬公司之投資 – 本公司
159	9. Investment in Associated Companies – Group	於聯營公司之投資 – 本集團
162	10. Financial Instruments by Category	按類別分類之金融工具
164	11. Trade Receivables, Prepayments, Deposits and Other Receivables	貿易應收帳款、預付款、按金及其他應收帳款
167	12. Inventories – Group	存貨 – 本集團
167	13. Time Deposit – Group	定期存款 – 本集團
168	14. Cash and Bank Balances	現金及銀行結存
169	15. Share Capital	股本
169	16. Share Options	購股權
172	17. Other Reserves	其他儲備
174	18. Trade and Other Payables	貿易及其他應付帳款
175	19. Borrowings – Group	借貸 – 本集團
176	20. Deferred Taxation – Group	遞延稅項 – 本集團
178	21. Retirement Benefits Obligations – Group	退休福利責任 – 本集團
180	22. Revenue	收入
181	23. Expenses by Nature	按性質分類之費用
182	24. Employee Benefit Expenses – Including Directors' Emoluments	僱員福利支出 – 包括董事酬金
184	25. Finance Income and Costs	財務收入及成本
185	26. Income Tax (Credit)/Expense	所得稅(計入)/支出
186	27. Profit Attributable to Equity Holders of the Company	本公司權益持有人應佔溢利
186	28. Earnings Per Share	每股溢利
186	29. Dividends	股息
187	30. Commitments and Contingent Liabilities	承擔及或然負債
188	31. Banking Facilities	銀行融資
189	32. Related Party Transactions	關連人士交易
191	Ten-Year Financial Summary 十年財務摘要	

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道會計師事務所

**PricewaterhouseCoopers**  
22nd Floor, Prince's Building  
Central, Hong Kong

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF KARRIE INTERNATIONAL HOLDINGS LIMITED *(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Karrie International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 115 to 190, which comprise the consolidated and company balance sheets as at 31 March 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 獨立核數師報告 致嘉利國際控股有限公司全體股東 *(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第115至第190頁嘉利國際控股有限公司(「貴公司」)及其子公司(以下合稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零一零年三月三十一日之綜合及公司資產負債表與截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

### 董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港《公司條例》之披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部控制,以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇和應用適當之會計政策;及按情況下作出合理之會計估計。

### 核數師之責任

我們的責任是根據我們審核對該等綜合財務報表作出意見,並按照百慕達一九八一年《公司法》第90條僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

## Independent Auditor's Report 獨立核數師報告

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 19 July 2010

我們已根據香港會計師公會所頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關財務報表所載金額及披露資料之審該憑證。所選定之程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事採用之會計政策之合適性及所作出之會計估計之合理性，以及評價財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證是充足和適當地為我們之審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一零年三月三十一日之事務狀況，及 貴集團截至該日止年度之利潤及現金流量，並按照香港《公司條例》之披露規定妥為編製。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一零年七月十九日

# Balance Sheets

## 資產負債表

As at 31 March 2010 於二零一零年三月三十一日

		Group 本集團		Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	Note 附註				
<b>ASSETS</b>	<b>資產</b>				
Non-current assets	非流動資產				
Leasehold land and land use rights	租賃土地及土地使用權	6	64,835	72,096	–
Property, plant and equipment	物業、廠房及設備	7	471,378	435,732	–
Investment in subsidiaries	於附屬公司之投資	8	–	–	489,319
Investment in associated companies	於聯營公司之投資	9	28,299	601	–
Other non-current assets	其他非流動資產	11	12,803	–	–
Deferred tax assets	遞延稅項資產	20	1,692	349	–
			<b>579,007</b>	508,778	<b>489,319</b>
Current assets	流動資產				
Inventories	存貨	12	269,636	227,062	–
Trade receivables	貿易應收帳款	11	416,150	419,064	–
Amount due from a subsidiary	應收附屬公司帳款	8	–	–	7,000
Amount due from an associated company	應收聯營公司帳款	9	10,226	–	–
Prepayments, deposits and other receivables	預付款、按金及其他應收帳款	11	43,119	69,486	411
Tax prepaid	預付稅項		2,331	4,017	–
Time deposit	定期存款	13	91,312	–	–
Cash and bank balances	現金及銀行結存	14	328,003	641,440	375
			<b>1,160,777</b>	1,361,069	<b>7,786</b>
<b>Total assets</b>	<b>資產總值</b>		<b>1,739,784</b>	1,869,847	<b>497,105</b>
<b>EQUITY</b>	<b>權益</b>				
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔股本及儲備				
Share capital	股本	15	57,710	57,710	57,710
Other reserves	其他儲備	17	199,812	199,748	387,077
Retained earnings	保留溢利				
– Proposed final dividend	– 擬派末期股息		5,771	8,657	5,771
– Others	– 其他		438,780	432,054	43,078
			<b>702,073</b>	698,169	<b>493,636</b>
Minority interest	少數股東權益		39,403	43,026	–
<b>Total equity</b>	<b>權益總值</b>		<b>741,476</b>	741,195	<b>493,636</b>

# Balance Sheets

## 資產負債表

As at 31 March 2010 於二零一零年三月三十一日

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	Note 附註				
<b>LIABILITIES</b>	<b>負債</b>				
Non-current liabilities	非流動負債				
Long-term bank borrowings	長期銀行借貸	19	76,300	118,700	–
Deferred tax liabilities	遞延稅項負債	20	4,742	6,880	–
Provision for long service payments	長期服務金準備	21	8,264	12,929	749
			<b>89,306</b>	138,509	622
Current liabilities	流動負債				
Trade payables	貿易應付帳款	18	405,143	298,596	–
Accruals and other payables	應計費用及其他應付帳款	18	187,140	200,465	2,106
Receipts in advance	預收帳款		4,884	3,636	–
Amount due to an associated company	應付聯營公司帳款	9	305	211	–
Short-term bank borrowings	短期銀行借貸	19	311,530	487,235	–
			<b>909,002</b>	990,143	2,106
Total liabilities	負債總值		<b>998,308</b>	1,128,652	3,469
Total equity and liabilities	權益及負債總值		<b>1,739,784</b>	1,869,847	497,105
Net current assets/(liabilities)	流動資產淨值／(負債)		<b>251,775</b>	370,926	5,066
Total assets less current liabilities	總資產減流動負債		<b>830,782</b>	879,704	494,385

**Ho Cheuk Fai**  
何焯輝  
Director  
董事

**Kwok Wing Kin, Francis**  
郭永堅  
Director  
董事

The accompanying notes are an integral part of these consolidated financial statements.

附註為本綜合財務報表之組成部分



# Consolidated Income Statement

## 綜合損益表

For the year ended 31 March 2010 截至二零一零年三月三十一日止

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收入	22	2,245,172	2,463,926
Cost of sales	銷售成本	23	(2,093,154)	(2,286,474)
Gross profit	毛利		152,018	177,452
Distribution and selling expenses	分銷及銷售費用	23	(27,276)	(30,709)
General and administrative expenses	一般及行政費用	23	(112,703)	(120,387)
Operating profit	經營溢利		12,039	26,356
Finance income	財務收入	25	3,312	10,071
Finance costs	財務成本	25	(5,392)	(12,888)
Share of (loss)/profit of associated companies	應佔聯營公司(虧損)/溢利	9	(2,682)	201
Profit before taxation	除稅前溢利		7,277	23,740
Income tax credit/(expense)	所得稅計入/(支出)	26	1,833	(3,307)
Profit for the year	年度溢利		9,110	20,433
Attributable to:	應佔:			
Equity holders of the Company	本公司權益持有人		12,497	22,081
Minority interest	少數股東權益		(3,387)	(1,648)
			9,110	20,433
Earnings per share of profit attributable to the equity holders of the Company – Basic and diluted	本公司權益持有人應佔每股溢利 — 基本及攤薄	28	2.2 cents 港仙	3.8 cents 港仙
Dividends	股息	29	5,771	8,657

The accompanying notes are an integral part of these consolidated financial statements.

附註為本綜合財務報表之組成部分

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 March 2010 截至二零一零年三月三十一日止

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit for the year	年度溢利		<b>9,110</b>	20,433
Other comprehensive (expense)/income:	其他全面 (費用)/收入:			
Effect of foreign exchange rate changes	外幣匯率變動之影響	17	<b>(591)</b>	625
Other comprehensive (expense)/income for the year	年度其他全面 (費用)/收入		<b>(591)</b>	625
Total comprehensive income for the year	年度全面收入總額		<b>8,519</b>	21,058
Attributable to:	應佔:			
Equity holders of the Company	本公司權益持有人		<b>12,142</b>	22,456
Minority interest	少數股東權益		<b>(3,623)</b>	(1,398)
Total comprehensive income for the year	年度全面收入總額		<b>8,519</b>	21,058

The accompanying notes are an integral part of these consolidated financial statements.

附註為本綜合財務報表之組成部份

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2010 截至二零一零年三月三十一日止

		Attributable to equity holders of the Company 本公司權益持有人應佔				
		Share capital	Other reserves (Note 17) 其他儲備 (附註17)	Retained earnings	Minority interest	Total equity
		股本 HK\$'000 千港元	其他全面收入 HK\$'000 千港元	保留溢利 HK\$'000 千港元	少數股東權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
Balance at 1 April 2008	二零零八年四月一日之結餘	57,720	212,326	405,371	424	675,841
<b>Comprehensive income/(expense)</b>	<b>全面收入/(費用)</b>					
Profit/(loss) for the year	年度溢利/(虧損)	-	-	22,081	(1,648)	20,433
<b>Other comprehensive income</b>	<b>其他全面收入</b>					
Effect of foreign exchange rate change	外幣匯率變動之影響	-	375	-	250	625
Total comprehensive income/(expense)	全面收入/(費用) 總額	-	375	22,081	(1,398)	21,058
<b>Transaction with owners</b>	<b>與權益擁有人交易</b>					
Employee share option scheme: - value of employee services	僱員購股權計劃: - 僱員服務之價值	-	337	-	-	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效而轉至保留溢利	-	(13,300)	13,300	-	-
Repurchase of shares	股份回購	(10)	10	(41)	-	(41)
Capital injection from minority shareholder	少數股東注資	-	-	-	44,000	44,000
Total transaction with owners	與權益擁有人交易總額	(10)	(12,953)	13,259	44,000	44,296
Balance at 31 March 2009	二零零九年三月三十一日之結餘	57,710	199,748	440,711	43,026	741,195
Balance at 1 April 2009	二零零九年四月一日之結餘	57,710	199,748	440,711	43,026	741,195
<b>Comprehensive income/(expense)</b>	<b>全面收入/(費用)</b>					
Profit/(loss) for the year	年度溢利/(虧損)	-	-	12,497	(3,387)	9,110
<b>Other comprehensive expense</b>	<b>其他全面收入</b>					
Effect of foreign exchange rate change	外幣匯率變動之影響	-	(355)	-	(236)	(591)
Total comprehensive income/(expense)	全面收入/(費用) 總額	-	(355)	12,497	(3,623)	8,519
<b>Transaction with owners</b>	<b>與權益擁有人交易</b>					
Employee share option scheme: - value of employee services	僱員購股權計劃: - 僱員服務之價值	-	419	-	-	419
Dividend paid	已派股息	-	-	(8,657)	-	(8,657)
Total transaction with owners	與權益擁有人交易總額	-	419	(8,657)	-	(8,238)
Balance at 31 March 2010	二零一零年三月三十一日之結餘	57,710	199,812	444,551	39,403	741,476

The accompanying notes are an integral part of these consolidated financial statements.

附註為本綜合財務報表之組成部份

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2010 截至二零一零年三月三十一日止

	Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before taxation	除稅前溢利	7,277	23,740
Share of loss/(profit) from associated companies	應佔聯營公司之虧損/(溢利)	2,682	(201)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	47,020	56,294
Amortisation of leasehold land and land use rights	租賃土地及土地使用權之攤銷	1,248	1,177
Share-based compensation expense	以股份支付報酬之支出	419	337
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(658)	772
Gain on disposal of leasehold land and land use rights	出售租賃土地及土地使用權之收益	(845)	–
Provision/(write-back of provision) for obsolete and slow moving inventories	陳舊及滯銷存貨準備/(準備之回撥)	3,667	(1,805)
Provision for impairment of trade and other receivables	貿易及其他應收帳款減值準備	–	728
(Reversal of provision)/provision for long service payments	長期服務金(準備之回撥)/準備	(4,665)	3,194
Interest expenses	利息支出	5,392	12,888
Interest income	利息收入	(3,312)	(10,071)
Operating profit before working capital changes	營運資金變動前之經營溢利	58,225	87,053
Inventories	存貨	(46,241)	39,095
Trade receivables	貿易應收帳款	2,914	11,678
Prepayments, deposits and other receivables	預付款、按金及其他應收帳款	13,564	81,198
Amount due from an associated company	應收聯營公司帳款	(10,226)	–
Trade payables	貿易應付帳款	106,547	(52,783)
Accruals and other payables	應計費用及其他應付帳款	(13,325)	(1,961)
Receipts in advance	預收帳款	1,248	1,022
Amount due to an associated company	應付聯營公司帳款	94	(600)
Cash generated from operations	經營產生之現金	112,800	164,702
Interest paid	已付利息	(5,392)	(12,888)
Hong Kong profits tax paid	已付香港利得稅	(6,219)	(4,848)
Hong Kong profits tax refunded	退還香港利得稅	6,257	533
Long service payments paid	已付長期服務金	–	(58)
Net cash generated from operating activities	經營活動產生之淨現金	107,446	147,441

## Consolidated Statement of Cash Flows (Cont'd)

### 綜合現金流量表 (續)

For the year ended 31 March 2010 截至二零一零年三月三十一日止

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	添置物業、廠房及設備	<b>(82,893)</b>	(114,641)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款	<b>885</b>	171
Proceeds from disposal of leasehold land and land use rights	出售租賃土地及土地使用權之所得款	<b>6,858</b>	–
Increase in investment in associated companies	增加於聯營公司之投資	<b>(30,380)</b>	–
Interest received	已收利息	<b>3,312</b>	10,071
Increase in time deposit	增加定期存款	<b>(91,312)</b>	–
Net cash used in investing activities	投資活動所用之現金淨額	<b>(193,530)</b>	(104,399)
Cash flows from financing activities	融資活動之現金流量		
Capital injection from minority interest	少數股東注資	–	44,000
Repurchase of shares	股份回購	–	(41)
New long-term bank borrowings	新長期銀行借貸	<b>264,500</b>	–
New short-term bank borrowings	新短期銀行借貸	<b>382,700</b>	1,173,870
Repayment of long-term bank borrowings	償還長期銀行借貸	<b>(306,900)</b>	(85,875)
Repayment of short-term bank borrowings	償還短期銀行借貸	<b>(507,600)</b>	(902,570)
(Decrease)/increase in trust receipts bank loans	(減少)/增加信託收據銀行貸款	<b>(50,805)</b>	15,432
Dividends paid	已派股息	<b>(8,657)</b>	–
Net cash (used in)/generated from financing activities	融資活動(所用)/產生之現金淨額	<b>(226,762)</b>	244,816
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物之淨(減少)/增加	<b>(312,846)</b>	287,858
Cash and cash equivalents at 1 April	四月一日之現金及現金等值物	<b>641,440</b>	352,957
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>(591)</b>	625
Cash and cash equivalents at 31 March	三月三十一日之現金及現金等值物	<b>328,003</b>	641,440

The accompanying notes are an integral part of these consolidated financial statements.

附註為本綜合財務報表之組成部份

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 1 GENERAL INFORMATION

Karrie International Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing and sales of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts and provision of electronic manufacturing services.

The Company is a limited liability company incorporated in Bermuda on 29 October 1996. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The shares of the Company are listed in the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 December 1996.

These consolidated financial statements are presented in unit of Hong Kong dollars (“HK dollars”), unless otherwise stated, and have been approved for issue by the Board of Directors on 19 July 2010.

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

### 1 一般資料

嘉利國際控股有限公司(「本公司」)及其附屬公司(合稱「本集團」)主要從事製造及銷售電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件及提供電子專業代工業務。

本公司於一九九六年十月二十九日於百慕達註冊之有限責任公司，辦事處地址是 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之股份於一九九六年十二月十六日於香港聯合交易所有限公司主板上市。

綜合財務報表以港元呈報(除非另有說明)。綜合財務報表已經由董事會在二零一零年七月十九日批准刊發。

### 2 重要會計政策摘要

編製本綜合財務報表採用之主要會計政策載於下文。除另有說明外，此等政策在所呈報之所有年度內貫徹應用。

#### 2.1 編製基準

本綜合財務報表是根據香港財務報告準則(「香港財務準則」)，按照歷史成本法編制，並就以公平值計量重估之財務資產及財務負債透過計入損益而作出修改。

編制符合香港財務準則之財務報表需要採用若干關鍵會計估計。這亦需要管理層在應用本集團之會計政策過程中行使其判斷。涉及高度判斷或高度複雜性之範疇，或涉及對綜合財務報表屬重大假設和估計之範疇，在附註4中披露。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

#### (a) New and amended standards adopted by the Group

The Group has adopted the following new and amended HKFRSs as of 1 April 2009:

HKFRS 7, 'Financial Instruments – Disclosures' (amendment). The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.

HKAS 1 (revised), 'Presentation of financial statements'. The revised standard prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity in a statement of comprehensive income. As a result the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. Comparative information has been re-presented so that it also is in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.

HKFRS 2 (amendment), 'Share-based payment' deals with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. These features would need to be included in the grant date fair value for transactions with employees and others providing similar services; they would not impact the number of awards expected to vest or valuation there of subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group and the Company has adopted HKFRS 2 (amendment) from 1 April 2009. The amendment does not have a material impact on the Group's or the Company's financial statements.

## 2 重要會計政策摘要 (續)

### 2.1 編製基準 (續)

#### (a) 本集團已採納之新訂及已修訂之準則

本集團已於二零零九年四月一日採納下列新訂及已修訂香港財務報告準則：

香港財務報告準則7「金融工具－披露」(修訂)。此項修訂要求提高有關公平值計量和流動性風險之披露。此修訂特別要求按公平值之計量架構披露公平值計量。由於會計政策之改變只導致額外披露，故此對每股溢利並無影響。

香港會計準則1(經修訂)「財務報表之呈報」。此項修訂準則禁止在權益變動表中呈報收入及費用項目(即「非擁有人之權益變動」)，並規定「非擁有人之權益變動」在綜合全面收益表中必須與權益擁有人之權益變動分開呈報。因此，本集團在綜合權益變動表中呈報全部擁有人之權益變動，而非擁有人之權益變動則在綜合全面收益表中呈報。比較數字已重新呈報，以符合修訂準則。由於會計政策之改變只影響呈報方面，故此對每股溢利並無影響。

香港財務報告準則2(修訂)「以股份為基礎之付款」處理有關可行權條件和取消。此修訂澄清了可行權條件僅指服務條件和表現條件。以股份為基礎之付款之其他特徵不是可行權條件。此等特徵將需要包括在與職工及其他提供類似服務人士之交易於授予日之公平值內；此等特徵將不影響授予日後預期將可行權之獎勵數目或其估值。所有取消，不論由主體或其他方作出，必須按相同之會計處理法入帳。本集團及本公司已由二零零九年四月一日起採納香港財務報告準則2(修訂)。此修訂不對本集團及本公司之財務報表有重大影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

(a) *New and amended standards adopted by the Group (Cont'd)*

HKAS 23 (Revised), 'Borrowing Costs'. The standard has been revised to require capitalization of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. As the Group's current policy for borrowing costs aligns with the requirements of the revised standard, the revised standard did not have any impact on the financial position or performance of the Group.

HKFRS 8, 'Operating segments'. HKFRS 8 replaces HKAS 14, 'Segment reporting', and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosures about segments of an enterprise and related information'. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. In addition, the segments are reported in a manner that is more consistent with the internal reporting provided to the chief operating decision-maker.

(b) *Amendments and interpretations to existing standards that are effective but not currently relevant to the Group*

The following amendments and interpretations to existing standards are mandatory for the first time for the financial year beginning 1 April 2009, but are not currently relevant to the Group.

HKFRS 1 (Amendment)	First-time Adoption of HKFRS
HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKAS 39 (Amendment)	Eligible Hedged Items
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation

### 2 重要會計政策摘要 (續)

#### 2.1 編製基準 (續)

(a) *本集團已採納之新訂及已修訂之準則 (續)*

香港會計準則23(經修訂)「借款成本」。此項修訂準則會將直接與購買、興建或生產有關之借貸成本資本化作為該資產之部份成本。由於本集團現有之借貸成本政策是按照已修訂之要求，故已修訂之準則沒有對本集團之財務狀況或業績有任何影響。

香港財務報告準則8「營運分部」。香港財務報告準則8取代了香港會計準則14「分部報告」，並將分部報告與美國準則 SFAS 131「有關企業分部和相關資料之披露」之規定統一起來。此項新準則要求採用「管理層方法」，即分部資料須按照與內部報告所採用之相同基準呈報。此外，分部之呈報方式與向主要經營決策者提供之內部報告更為一致。

(b) *已生效但現時與本集團不相關之修訂及詮釋*

以下修訂及對現有準則之詮釋必須在二零零九年四月一日開始之首次財政年度採納，但與本集團現時不相關：

香港財務報告準則1 (修訂)	首次採納香港財務報告準則
香港會計準則32及香港會計準則1 (修訂)	可沽售金融工具及清盤時所產生之責任
香港會計準則39 (修訂)	合資格對沖項目
香港 (國際財務報告詮釋委員會) – 詮釋13	客戶忠誠度計劃
香港 (國際財務報告詮釋委員會) – 詮釋15	房地產建築協議
香港 (國際財務報告詮釋委員會) – 詮釋16	對沖海外業務淨投資

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.1 Basis of preparation (Cont'd)

(c) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group*

HKFRS 3 (revised)	Business combinations (effective from 1 July 2009)
HKFRS 9	Financial Instruments (effective from 1 January 2013)
HKAS 24 (Amendment)	Related Party Disclosures (effective from 1 January 2011)
HKAS 27 (revised)	Consolidated and separate financial statements (effective from 1 July 2009)
HKAS 32 (Amendment)	Classification of Rights Issues (effective from 1 February 2010)
HKAS 39 and HK(IFRIC) – Int 9 (Amendments)	Embedded Derivatives (effective from 30 June 2009)
HK(IFRIC) – Int 14 (Amendment)	Prepayment of a Minimum Funding Requirement (effective on or after 1 January 2011)
HK(IFRIC) – Int 17	Distribution of non-cash assets to owners (effective on or after 1 July 2009)
HK(IFRIC) – Int 18	Transfers of Assets from Customers (effective from 1 July 2009)
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments (effective from 1 July 2010)

In addition, the Hong Kong Institute of Certified Public Accountants also published a number of amendments to existing standards under its annual improvement project.

## 2 重要會計政策摘要 (續)

### 2.1 編製基準 (續)

(c) *仍未生效且本集團無提早採納之準則、修訂及對現有準則之詮釋*

香港財務報告準則3 (經修訂)	業務合併 (由二零零九年七月一日起生效)
香港財務報告準則9	金融工具 (由二零一三年一月一日起生效)
香港會計準則24 (修訂)	關聯方交易披露 (由二零一一年一月一日起生效)
香港會計準則27 (經修訂)	綜合及獨立財務報表 (由二零零九年七月一日起生效)
香港會計準則32 (修訂)	配股的分類 (由二零一零年二月一日起生效)
香港會計準則39及香港(國際財務報告詮釋委員會) – 詮釋9 (修訂)	嵌入衍生工具之重估 (由二零零九年六月三十日起生效)
香港(國際財務報告詮釋委員會) – 詮釋14 (修訂)	最低資金規定的預付款 (由二零一一年一月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋17	向擁有人分配非現金資產 (由二零零九年七月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋18	客戶資產轉讓 (由二零零九年七月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋19	以權益工具消除金融負債 (由二零一零年七月一日起生效)

此外，香港會計師公會亦於其年度改進項目中公佈對若干現有準則之修訂。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.1 Basis of preparation (Cont'd)

- (c) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (Cont'd)*

The Group has not early adopted these new standards, amendments and interpretations to existing standards in the financial statements for the year ended 31 March 2010. The adoption of the above new standards, amendments and interpretations to existing standards in future periods is not expected to result in substantial changes to the Group's accounting policies.

The Group will adopt the above new standards, amendments and interpretations when they become effective.

- (d) *In May 2009, Hong Kong Institute of Certified Public Accountants issued modifications to the following existing accounting standard which is not yet effective but had been early adopted by the Group*

HKFRS 8 (Amendment)	Operating Segments (effective from 1 January 2010)
---------------------	--

#### 2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 March.

- (a) *Subsidiaries*

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

### 2 重要會計政策摘要 (續)

#### 2.1 編製基準 (續)

- (c) *仍未生效且本集團無提早採納之準則、修訂及對現有準則之詮釋 (續)*

本集團沒有於截至二零一零年三月三十一日止年度之財務報表採納這些新準則、修訂及對現有準則之詮釋。採納上述新準則、修訂及對現有準則之詮釋，預計在未來期間不會對本集團之會計政策造成重大改變。

當上述新準則、修訂及詮釋生效時，本集團將會採納。

- (d) *香港會計師公會於二零零九年五月已公佈修改以下現有仍未生效之會計準則，但本集團已提早採納*

香港財務報告準則8 (修訂)	營運分部 (由二零一零年 一月一日生效)
-------------------	----------------------------

#### 2.2 綜合帳目

綜合財務報表包括本公司及其所有附屬公司截至三月三十一日止之財務報表。

- (a) *附屬公司*

附屬公司指本集團有權管控其財政及營運政策之所有實體，一般附帶超過半數投票權之股權。在評定本集團是否控制另一實體時，目前可行使或可兌換之潛在投票權之存在及影響均予考慮。附屬公司在控制權轉移至本集團之日全面綜合入帳。附屬公司在控制權終止之日起停止綜合入帳。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.2 Consolidation (Cont'd)

#### (a) Subsidiaries (Cont'd)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.8). The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

#### (b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as equity owners of the Group. For purchases from minority interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is deducted from equity. Gains or losses on disposals to minority interests are also recorded in equity. For disposals to minority, the difference between any proceeds received and the relevant share of minority interests is recorded in equity.

## 2 重要會計政策摘要 (續)

### 2.2 綜合帳目 (續)

#### (a) 附屬公司 (續)

會計收購法乃用作本集團收購附屬公司之入帳方法。收購之成本根據於交易日期所給予資產、所發行之股本工具及所產生或承擔之負債之公平值計算，另加該收購直接應佔之成本。在企業合併中所收購可識辨之資產以及所承擔之負債及或然負債，首先以彼等於收購日期之公平值計算，而不論任何少數股東權益之數額。收購成本超過本集團應佔所收購可識辨資產淨值公平值之數額記錄為商譽。若收購成本低於所購入附屬公司資產淨值之公平值，該差額直接在損益表確認。

本集團內公司之間之交易、結存及未實現收益予以對銷。未實現虧損亦予以對銷。

附屬公司之會計政策已按需要作出改變，以確保與本集團採納之政策符合一致。

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損準備列帳(附註2.8)。附屬公司之業績由本公司按已收及應收股息入帳。

#### (b) 與少數股東之交易

本集團應用一項政策，將其與少數股東權益之交易視為與權益擁有人之交易。向少數股東進行購置所支付之任何代價與相關應佔所收購附屬公司淨資產之帳面值之差額從權益中扣除。向少數股東進行之出售而導致本集團之盈虧記帳至權益。出售予少數股東所收取之任何所得款與相關應佔所出售附屬公司淨資產之帳面值之差額也同樣記帳至權益。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.2 Consolidation (Cont'd)

##### (c) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associated companies includes goodwill identified on acquisition, net of any accumulated impairment loss. See Note 2.8 for the impairment of non-financial assets.

The Group's share of its associated companies' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors who make strategic decisions.

### 2 重要會計政策摘要 (續)

#### 2.2 綜合帳目 (續)

##### (c) 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權之實體，通常附帶有20% – 50%投票權之股權。聯營公司之投資以權益會計法入帳，初始以成本確認。本集團於聯營公司之投資包括收購時已識別之商譽（扣除任何累計減值虧損）。參考附註2.8投資於非財務資產之減值。

本集團應佔收購後聯營公司之溢利或虧損於損益表內確認，而應佔收購後儲備之變動則於儲備帳內確認。投資帳面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

本集團與其聯營公司之間交易之未實現收益按集團在聯營公司權益之數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司之會計政策已按需要作出改變，以確保與本集團採用之政策符合一致。

#### 2.3 分部報告

營運分部按照向主要經營決策者提供之內部報告一致之方式報告。負責分配資源和評估營運分部表現之首席經營決策者由執行董事擔任負責策略決定。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK dollars, which is the Company's functional and presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

All foreign exchange gains and losses that relate to borrowings and cash and cash equivalents, are presented in the income statement.

Translation difference on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the "available-for-sale financial assets fair value reserve" in equity.

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

## 2 重要會計政策摘要 (續)

### 2.4 外幣換算

#### (a) 功能和列帳貨幣

本集團各個實體之財務報表所列項目均以該實體營運所在之主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港元呈報，港元為本公司之功能及列帳貨幣。

#### (b) 交易及結餘

外幣交易採用交易日之匯率換算為功能貨幣。結算此等交易產生之匯兌盈虧以及將外幣計值之貨幣資產和負債以年終匯率換算產生之匯兌盈虧在損益表確認。

借貸及現金及現金等值物之所有匯兌盈虧在損益表中呈報。

非貨幣性財務資產及負債例如按公平值持有透過損益記帳之權益工具之換算差額在損益表中呈報為公平值盈虧之一部份。非貨幣性財務資產例如分類為可供出售之權益之換算差額包括在「權益中可供出售儲備」內。

#### (c) 集團公司

功能貨幣與列帳貨幣不同之所有集團實體(各實體均無極高通脹經濟地區之貨幣)之業績和財務狀況按如下方法換算為列帳貨幣：

- (i) 每份呈報之資產負債表內之資產和負債按該資產負債表日期之收市匯率換算；

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.4 Foreign currency translation (Cont'd)

- (c) *Group companies (Cont'd)*
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### 2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the income statement during the financial period in which they are incurred.

### 2 重要會計政策摘要 (續)

#### 2.4 外幣換算 (續)

- (c) *集團公司 (續)*
- (ii) 每份損益表內之收入和費用按平均匯率換算 (除非此匯率並不代表交易日期匯率之累計影響之合理約數; 在此情況下, 收支項目按交易日期之匯率換算); 及
- (iii) 所有由此產生之匯兌差額確認為權益之獨立組成項目。

在綜合帳目時, 換算海外業務之淨投資, 以及換算借貸及其他指定作為該等投資對沖之貨幣工具所產生之匯兌差額列入股東權益。當售出或清理部份海外業務時, 該等匯兌差額在損益表確認為出售盈虧之一部份。

購買境外主體產生之商譽及公平值調整視為該境外主體之資產和負債, 並按期末匯率換算。

#### 2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊和減值虧損列帳。歷史成本包括收購該項目直接應佔之費用。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益, 而該項目之成本能可靠計量時, 才包括在資產之帳面值或確認為一項單獨資產 (按適用)。已更換零件的帳面值已被終止確認。所有其他維修費用在產生之財政期間內於損益表支銷。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.5 Property, plant and equipment (Cont'd)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Buildings	2% to 4%
Fixtures and leasehold improvements	8% to 12%
Machinery	6% to 15%
Moulds and tooling	15%
Furniture and computer equipment	15% to 33.33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

### 2.6 Construction-in-progress

Construction-in-progress represents buildings, plants and machinery under construction and pending installation and is stated at cost. Cost includes the costs of construction of buildings, the costs of plant and machinery, installation, testing and other direct costs. No depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to other property, plant and equipment and depreciated in accordance with the policy as stated in Note 2.5.

### 2.7 Leasehold land and land use rights

Land use rights are stated at cost less accumulated amortisation and impairment losses. Cost represents consideration paid for the rights to use the land on which various plants and buildings are situated for periods varying from 10 to over 50 years. Amortisation of land use rights is calculated on a straight-line basis over the period of the land use rights.

## 2 重要會計政策摘要 (續)

### 2.5 物業、廠房及設備 (續)

物業、廠房及設備之折舊採用以下之估計可使用年期將成本按直線法分攤至剩餘價值計算：

樓宇	2%至4%
物業裝修	8%至12%
機器	6%至15%
模具及工具	15%
傢俬及電腦設備	15%至33.33%

資產之剩餘價值及可使用年期在每個報告期內進行檢討，及在適當時調整。

若資產之帳面值高於其估計可收回價值，其帳面值即時撇減至可收回金額（附註2.8）。

出售盈虧按所得款與帳面值之差額釐定，並在損益表中確認。

### 2.6 在建工程

在建工程指在建樓宇、廠房及有待安裝之機器，並按成本入帳。成本包括於樓宇建築之成本、廠房及機器之成本、安裝、測試及其他直接成本。在建工程項目不作折舊直至有關資產完成及可作擬定用途。當有關資產投入運作時，成本將轉撥至其他物業、廠房及設備，並按本節附註2.5所述之政策折舊。

### 2.7 租賃土地及土地使用權

土地使用權以成本減累積攤銷及減值虧損列帳。成本代表多個廠房及樓宇之土地使用權期限由10年至50年以上已支付之價值。土地使用權之攤銷按土地使用權期限以直線基準攤銷計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.8 Impairment of investments in subsidiaries, associated companies and non-financial assets

Assets that have an indefinite useful life, are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries or associated companies is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associated company in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.

#### 2.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2 重要會計政策摘要 (續)

#### 2.8 投資於附屬公司、聯營公司及非財務資產之減值

不能確定使用年期之資產無需攤銷，但每年須就減值進行測試。各項資產，當有事件出現或情況改變顯示帳面值可能無法收回時就進行減值檢討。減值虧損按資產之帳面值超出其可收回金額之差額確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認現金流量（現金產出單元）之最低層次組合。除商譽外，已蒙受減值之非金融資產在每個報告日期均就減值是否可以回撥進行檢討。

當收到子公司或聯營投資之股利時，而股利超過子公司或聯營在股利宣佈期間之全面收入總額，或在單獨財務報表之投資帳面值超過被投資方淨資產（包括商譽）在財務報表之帳面值，則必須對有關投資進行減值測試。

#### 2.9 存貨

存貨按成本及可變現淨值兩者之較低者列帳。成本利用先進先出法釐定。製成品及在製品之成本包括原材料、直接勞工、其他直接成本和相關之生產經常性開支（依據正常營運能力）。這不包括借貸成本。可變現淨值為在通常業務過程中之估計銷售價，減適用之變動銷售費用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.10 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

#### 2.12 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

### 2 重要會計政策摘要 (續)

#### 2.10 貿易及其他應收帳款

貿易應收帳款為在日常經營活動中就商品銷售或服務執行而應收客戶之款項。如應收帳款及其他應收款之收回預期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動資產;否則分類為非流動資產。

貿易及其他應收帳款初步以公平值確認,其後利用實際利息法按攤銷成本扣除減值準備計量。

#### 2.11 現金及現金等值物

現金及現金等值物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資,以及銀行透支。銀行透支在資產負債表之流動負債中借貸款內列示。

#### 2.12 股本

普通股被列為權益。

直接歸屬於發行新股或認股權之新增成本在權益中列為所得款之減少(扣除稅項)。

如任何集團公司購入本公司之權益股本(庫存股),所支付之對價,包括任何直接所佔之新增成本(扣除所得稅),自歸屬於本公司權益持有者之權益中扣除,直至股份被註銷或重新發行為止。如股份其後被重新發行,任何已收取之對價(扣除任何直接所佔之新增交易費用及相關受影響之所得稅)包括在歸屬於本公司權益持有者之權益內。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.13 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

#### 2.14 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.15 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries and associated companies operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### 2 重要會計政策摘要 (續)

#### 2.13 借貸

借貸初步按公平值並扣除產生之交易成本確認。借貸其後按攤銷成本列帳；所得款（扣除交易成本）與贖回價值之任何差額利用實際利息法於借貸期間內在損益表確認。

除非本集團有權無條件地延遲清償債項最少至結算日後十二個月，借貸一概分類為流動負責。

#### 2.14 貿易及其他應付帳款

貿易應付帳款為在日常經營活動中購買商品或服務而應支付之義務。如應付款之支付日期在一年或以內（如仍在正常經營週期中，則可較長時間），其被分類為流動負債；否則分類為非流動負債。

貿易及其他應付帳款初步以公平值確認，其後利用實際利息法按攤銷成本計量。

#### 2.15 當期及遞延所得稅

本期間之稅項支出包括當期和遞延稅項。稅項在損益表中確認，但與在其他全面收入中或直接在權益中確認之項目有關者則除外。

當期所得稅支出根據本公司及其附屬公司及聯營公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例註釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定準備。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.15 Current and deferred income tax (Cont'd)

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associated companies, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### 2.16 Employee benefits

#### (a) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## 2 重要會計政策摘要 (續)

### 2.15 當期及遞延所得稅 (續)

遞延所得稅利用負債法就資產和負債之稅基與資產和負債在綜合財務報表之帳面值之差額產生之暫時差異確認。然而，若遞延所得稅來自在交易（不包括企業合併）中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記帳。遞延稅項採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

遞延稅項就附屬公司、聯營公司投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之回撥時間，而暫時差異在可預見將來有可能不會回撥則除外。

### 2.16 僱員福利

#### (a) 僱員應享假期之權利

僱員享有之年假和長期服務休假於僱員應享有時確認。截至結算日止為僱員已提供之服務而產生之年假及長期服務休假之估計負責作出準備。僱員享有之病假及產假不作確認，直至僱員正式休假為止。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.16 Employee benefits (Cont'd)

##### (b) Pension obligations

Group companies operate several pension schemes. The plans are generally funded through payments to trustee administered funds. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### (c) Long service payments

The Group's net obligation in respect of long service payments to its employees upon the termination of their employment or retirement when the employee fulfils certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. The actuarial gains or losses are credited or charged to the income statement in current period.

##### (d) Other compensations

Other directors' and employees' compensations are recorded as a liability and charged to the income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

### 2 重要會計政策摘要 (續)

#### 2.16 僱員福利 (續)

##### (b) 退休金責任

本集團公司營運多個退休金計劃。此等計劃一般透過向受託管理基金付款而注資。定額供款計劃指本集團以強制、合約或自願基準向獨立實體作出定額供款之退休金計劃。倘基金並無持有足夠資產向所有僱員就當期及以往期間之僱員服務支付福利，本集團並無定期或推定責任作出進一步供款。供款將會於到期支付時確認為僱員福利費用，且不會全數歸屬供款前離開計劃之僱員所放棄之供款扣減。預付供款按照現金退還或扣減未來付款時確認為資產。

##### (c) 長期服務金

本集團根據香港《僱員條例》在若干情況下終止聘用僱員或退休而支付之長期服務金所衍生之責任淨額是指僱員現時及以往提供服務所賺取之未來福利。

該責任以預計單位信貸法計算其貼現值，並扣除本集團退休計劃下本集團供款所佔之應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於結算日之孳息率。該精算收益或虧損於同期之損益表計入或支銷。

##### (d) 其他補償

當本集團如有合約責任或依據過往做法產生推定責任，其他董事及僱員補償則記錄為負債及於損益表支銷。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.17 Share-based payments

The Group operates an equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The cash subscribed for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

## 2 重要會計政策摘要 (續)

### 2.17 以股份支付報酬

本集團設有多項以權益結算、以股份為基礎之報酬計劃，根據該等計劃，主體收取僱員之服務以作為本集團權益工具（期權）之價值。僱員為換取獲授予期權而提供服務之公平值確認為費用。將作為費用之總金額參考授予期權之公平值釐定：

- 包括任何市場業績條件；
- 不包括任何服務和非市場業績可行權條件（例如盈利能力、銷售增長目標和職工在某特定時期內留任實體）之影響；及
- 不包括任何非可行權條件（例如規定僱員儲蓄）之影響。

非市場可行權條件包括在有關預期可行權之期權數目之假設中。費用之總金額在等待期間內確認，等待期間指將符合所有特定可行權條件之期間。在每個報告期末，主體依據非市場可行權條件修訂其對預期可行權之期權數目之估計。主體在利潤表確認對原估算修訂（如有）之影響，並對權益作出相應調整。

在期權行使時，認購發行股份之現金撥入股本（面值）和股本溢價，並扣除任何直接應佔之交易費用。

本公司向集團子公司之僱員授予以其權益工具之期權，被視為資本投入。收取僱員服務之公平值，參考授出日之公平值計量，並在等待期內確認，作為對子公司投資之增加，並相應計入權益。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### 2.19 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

#### 2.20 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

### 2 重要會計政策摘要 (續)

#### 2.18 準備

在出現以下情況時確認準備：本集團因已發生之事件而產生現有之法律或推定責任；可能需要資源流出以償付責任；金額已被可靠估計。重組撥備包括租賃終止罰款和僱員離職付款。不會就未來營運虧損確認準備。

如有多項類似責任，其需要在償付中流出資源之可能性，根據責任之類別整體考慮。即使在同一責任類別所包含之任何一個項目相關之資源流出之可能性極低，仍須確認準備。

準備採用稅前利率按照預期需償付有關責任之開支之現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險之評估。隨著時間過去而增加之準備確認為利息支出。

#### 2.19 租賃

如租賃擁有權之重大部份風險和回報由出租人保留，分類為營運租賃。根據營運租賃支付之款項（扣除自出租人收取之任何獎勵金後）於租賃期內以直線法在損益表支銷。

#### 2.20 收入確認

收入指本集團在通常活動過程中出售貨品及服務之已收或應收代價之公平值。收入在扣除增值稅、退貨、回扣和折扣，以及對銷集團內部銷售後列帳。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### 2.20 Revenue recognition (Cont'd)

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

#### (a) Sales of goods

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

Advance payments received from customers prior to delivery of goods are recorded as receipts in advance.

#### (b) Rental income

Rental income is recognised on a straight-line basis.

#### (c) Management income

Revenue from the provision of management service is recognised when the service is rendered.

#### (d) Interest income

Interest income is recognised on a time proportion basis, using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognised using the original effective interest rate.

### 2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

## 2 重要會計政策摘要 (續)

### 2.20 收入確認 (續)

當收入之數額能夠可靠計量、未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時（如下文所述），本集團便會將收入確認。本集團會根據其往績並考慮客戶類別、交易種類和每項安排之特點作出估計。

#### (a) 貨品銷售

貨品銷售在本集團實體已將貨品交付予顧客，顧客接收產品後，以及有關應收款之收回可合理確保時確認。

當貨物還未運送給客戶，客戶之預付款被記錄在預收款帳目中。

#### (b) 租金收入

租金收入以直線法確認。

#### (c) 管理費收入

提供管理服務之收入於服務提供時確認。

#### (d) 利息收入

利息收入採用實際利息法按時間比例基準確認。倘應收帳款出現減值，本集團會將帳面值減至可收回款額，即估計之未來現金流量按該工具之原有效利率貼現值，並繼續將貼現計算並確認為利息收入。已減值應收款之利息收入利用原實際利率確認。

### 2.21 股息分派

向本公司股東分派之股息在股息獲本公司股東批准之期間內於本集團及本公司之財務報表內列為負債。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### 2.22 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the consolidated income statement in the period in which they are incurred.

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board of Directors. Group Treasury identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and cash management.

(a) Market risk

(i) Foreign exchange risk

The Group operates primarily in Hong Kong and the PRC and most of its business transactions, assets and liabilities are denominated in HK dollars, United States dollars ("US dollar") and Renminbi. Foreign exchange risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency that is not the entity's functional currency. As HK dollars are pegged against US dollar, management considers that the Group is mainly exposed to foreign currency risk with respect to Renminbi. Management will continue to monitor foreign exchange exposure and will take measures to minimise the currency translation risk. The Group has not used any financial instruments to hedge against foreign currency risk as at 31 March 2010. The conversion rate of Renminbi to foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

### 2 重要會計政策摘要 (續)

#### 2.22 借款費用

借款費用為直接與購買、興建或生產一項需要一段很長時間籌備以供使用或出售之資產有關之借款費用資本化為該資產之部份成本。當所有其他借款費用發生時會在綜合損益表內支銷。

### 3 財務風險管理

#### 3.1 財務風險因素

本集團業務承受多種財務風險：市場風險（包括外幣風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於財務市場之難預測性，並尋求儘量減低對本集團財務表現之潛在不利影響。

風險管理由中央財務部（集團財務）按照董事會批准之政策執行。集團財務透過與集團經營單位之緊密合作，負責確定、評估和套期財務風險。董事會為整體風險管理訂定書面原則，亦為若干特定範疇提供書面政策，例如外匯風險、利率風險、信用風險、使用衍生和現金管理。

(a) 市場風險

(i) 外匯風險

本集團主要在香港及中國經營，其大部份之生意交易、資產及負責主要為港元、美元及人民幣。外匯風險來自未來商業交易、已確認之資產和負債及在國外經營之投資淨額。由於港元與美元掛鈎，管理層認為本集團主要面對人民幣外匯風險。管理層會持續監控外匯風險，並會採取措施減低外幣兌換風險。於二零一零年三月三十一日，本集團並未採取任何金融工具對沖外匯風險。人民幣對外幣之兌換率受制於中國政府所頒佈之外匯管制條例及規則。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

(Cont'd)

#### 3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

(i) Foreign exchange risk (Cont'd)

At 31 March 2010, if HK dollars had weakened/strengthened by 5% against the Renminbi with all other variables held constant, post-tax profit for the year would have been approximately HK\$4,459,000 higher/lower (2009: HK\$3,129,000 higher/lower), mainly as a result of the net foreign exchange gains/losses on translation of Renminbi-denominated other receivables, cash and cash equivalents and trade and other payables.

(ii) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets except for certain bank deposits, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises from bank borrowings which are primarily issued at variable rates. Therefore, the Group is exposed to cash flow interest rate risk.

At 31 March 2010, with all other variables held constant, if the interest rate had increased/decreased by 50 basis-point, the corresponding increase/decrease in interest expenses on bank borrowings will result in a net decrease/increase in the Group's post-tax profit by approximately HK\$1,619,000 (2009: HK\$2,530,000).

(b) Credit risk

Credit risk is managed on a group basis. The Group's credit risk mainly arises from financial assets and deposits with bank and financial institutions, as well as credit exposures to the customers, including outstanding trade and other receivables. For banks and financial institutions, only independent parties with high credit rating are accepted.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

於二零一零年三月三十一日，倘其他變動因素維持不變，港元兌人民幣貶值／升值5%，年內稅後溢利將增加／減少約4,459,000港元（二零零九年：增加／減少3,129,000港元）。此乃主要由於因換算以人民幣計值之其他應收帳款、現金及現金等價物及貿易及其他應付帳款而產生之淨外匯收益／虧損所致。

(ii) 現金流量及公平值利率風險

由於本集團並無重大計息資產，故本集團之收入和營運現金流量基本上不受市場利率之波動所影響。

本集團利率風險亦來自銀行借貸，部份以浮動利率發行，因而使本集團承受現金流量利率風險。

於二零一零年三月三十一日，其他所有變動因素維持不變，倘利率上調／下調50個基點，相應增加／減少之銀行借貸利息支出將使本集團稅後溢利淨減少／增加約1,619,000港元（二零零九年：2,530,000港元）。

(b) 信貸風險

信貸風險是按照組合方式管理。本集團信貸風險主要來自金融工具及銀行與財務機構之存款，亦有來自客戶之信貸風險，包括未償付之貿易及其他應收帳款。對於銀行和財務機構，只會接納信用評級良好之獨立方。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (b) Credit risk (Cont'd)

Customers are assessed and rated based on the credit quality of the customers, taking into account their financial position, past experience and other factors. The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. It performs periodic credit evaluations/reviews of its customers. Other receivables are assessed by reference to the historical information about counterparty default rates. Individual risk limits are set by management and the utilisation of credit limits is regularly monitored. No credit limit was exceeded during the year, and management does not expect any significant losses from non-performance by these relevant parties.

There is a concentration of credit risk with respect to trade receivables as the Group's sales are made primarily to few key customers. As at 31 March 2010, the trade receivables from five largest customers accounted for approximately 90% (2009: 88%) of the total trade receivables.

The credit risk on cash at banks is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to derivative financial instruments, if any, are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

##### (c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities. The Group aims to maintain flexibility in funding by keeping credit lines available at all time.

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

評估及評級客戶乃根據其信貸質素，並考慮其財務狀況、過往狀況和其他因素。本集團已實施政策，確保銷售予擁有良好信貸歷史之客戶。本集團定期對其客戶進行信貸評估／審閱。評估其他應收帳款是參考過往拖欠比率之資料。個別風險限額會根據管理層所設定之限額依據內部或外部之評級制訂。信貸限額之使用會定期監察。在報告期內，並無信貸超出所定限額，而管理層亦不預期因此等對方任何不履約之行為而產生虧損。

貿易應收帳款之信貸風險較為集中，因本集團主要銷售給數位主要客戶。五大貿易應收帳款之客戶於二零一零年三月三十一日佔總貿易應收帳款90% (二零零九年：88%)。

銀行現金之信貸風險有限，因其相對應者為受國際評級機構確定為信用評級良好之銀行。與衍生金融工具有關之交易，若有，亦只會與良好信譽之金融機構進行。本集團有政策限制對任何一間金融機構信貸風險之金額。

##### (c) 流動資金風險

審慎之流動資金風險管理包括維持充足現金及透過取得充裕之信貸融資獲得可動用資金。本集團致力保持承諾信貸可動用額度以維持資金供應之靈活性。

下表按照於結算日餘下期間至合約到期日之有關到期組別分析本集團之金融負債。表中所披露金額為合約未折現之現金流量。由於折現之影響並不重大，故十二個月內到期之結餘與其帳面值相若。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.1 Financial risk factors (Cont'd)

##### (c) Liquidity risk (Cont'd)

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元
<b>Group</b>	<b>本集團</b>			
At 31 March 2010	於二零一零年 三月三十一日			
Trade payables	貿易應付帳款	405,143	–	–
Accruals and other payables	應計費用及 其他應付帳款	144,435	–	–
Bank borrowings	銀行借貸	311,530	44,800	31,500
Interest payable	應付利息	5,699	1,244	616
At 31 March 2009	於二零零九年 三月三十一日			
Trade payables	貿易應付帳款	298,596	–	–
Accruals and other payables	應計費用及 其他應付帳款	144,853	–	–
Bank borrowings	銀行借貸	487,235	55,000	63,700
Interest payable	應付利息	10,432	1,869	1,346

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元
<b>Company</b>	<b>本公司</b>			
At 31 March 2010	於二零一零年 三月三十一日			
Accruals and other payables	應計費用及 其他應付帳款	2,720	–	–
At 31 March 2009	於二零零九年 三月三十一日			
Accruals and other payables	應計費用及 其他應付帳款	2,106	–	–

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for equity holders and benefits for other stakeholders and to maintain an optimal capital structure.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元
<b>Group</b>	<b>本集團</b>			
At 31 March 2010	於二零一零年 三月三十一日			
Trade payables	貿易應付帳款	405,143	–	–
Accruals and other payables	應計費用及 其他應付帳款	144,435	–	–
Bank borrowings	銀行借貸	311,530	44,800	31,500
Interest payable	應付利息	5,699	1,244	616
At 31 March 2009	於二零零九年 三月三十一日			
Trade payables	貿易應付帳款	298,596	–	–
Accruals and other payables	應計費用及 其他應付帳款	144,853	–	–
Bank borrowings	銀行借貸	487,235	55,000	63,700
Interest payable	應付利息	10,432	1,869	1,346

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元
<b>Company</b>	<b>本公司</b>			
At 31 March 2010	於二零一零年 三月三十一日			
Accruals and other payables	應計費用及 其他應付帳款	2,720	–	–
At 31 March 2009	於二零零九年 三月三十一日			
Accruals and other payables	應計費用及 其他應付帳款	2,106	–	–

#### 3.2 資本風險管理

本集團資金管理之目標為保障本集團按持續經營基準繼續營運之能力，以為權益持有人帶來回報，同時兼顧其他利益相關者之利益，並維持最佳之資本結構。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Cont'd)

#### 3.2 Capital risk management (Cont'd)

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bank borrowings less cash and cash equivalents. Total capital is calculated as equity, as shown in the consolidated balance sheet, plus net debt.

The Group's strategy, which was unchanged from prior year, was to maintain an acceptable net gearing ratio. The net gearing ratios at 31 March 2010 and 2009 were as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Total borrowings (Note 19)	借貸總值 (附註19)	<b>387,830</b>	605,935
Less: Time deposit (Note 13)	減：定期存款 (附註13)	<b>(91,312)</b>	-
Less: Cash and cash equivalents (Note 14)	減：現金及現金等值物 (附註14)	<b>(328,003)</b>	(641,440)
Net cash	現金淨額	<b>(31,485)</b>	(35,505)
Total equity	權益總值	<b>741,476</b>	741,195
Net gearing ratio	淨銀行借貸比率	<b>-4%</b>	-5%

#### 3.3 Fair value estimation

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### 3 財務風險管理 (續)

#### 3.2 資本風險管理 (續)

為維持或調整資本結構，本集團或會調整支付予股東之利息、退還予股東之股本、發行新股或出售資產減低債務。

與業內其他公司一樣，本集團利用資本負債比率監察其資本。此比率按照債務淨額除以總資本計算。債務淨額為總借款減去現金和現金等價物。總資本為「權益」(如合併資產負債表所列) 加債務淨額。

本集團之策略與往年不變，即秉承維持可接受之淨銀行借貸比率之策略。於二零一零年及二零零九年三月三十一日之淨銀行借貸比率如下：

#### 3.3 公平值估計

貿易應收帳款及應付帳款之帳面值扣除減值準備被假定接近其公平值。作為披露目的之財務負債公平值之估計按未來合約現金流量以本集團類似金融工具可得當時市場利率貼現計算。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation for its property, plant and equipment. The estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation where useful lives are less than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

During the year, management carried an extensive review of the useful lives of the Group's major machinery. The Group has appointed an independent valuer to re-estimate the useful lives of certain machinery and extended the useful lives from ranging 6-10 years to 10-15 years. Such change in accounting estimate has been accounted for prospectively, resulting in net profit for the year ended 31 March 2010 being increased by approximately HK\$10,864,000.

##### (b) Estimated impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the recoverability of the receivables. Provisions are applied to receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of receivables requires the use of judgment and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying value of receivables and loss for the impairment of receivable is recognised in the years in which such estimates have been changed.

#### 4 關鍵性之會計估計及判斷

估計和判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下相信對未來事件之合理預測。

本集團對未來作出估計和假設。所得之會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度之資產和負債之帳面值作出重大調整之估計和假設討論如下。

##### (a) 物業、廠房及設備之使用年期

本集團管理層就其物業、廠房及設備釐定估計可使用年期及折舊費用。此估計是根據過往經驗於相同性質及功能之物業、廠房及設備之實際使用年期釐定。當早期估計之使用年期較實際多，管理層會增加折舊費用。已廢棄或售出之非策略性資產會被註銷或撇減。實際之經濟年期可能與估計之使用年期有差異。週期之檢討可能會對將來之年度折舊年期及折舊費用作出調整。

年內，管理層對本集團之主要機器之可使用年期進行廣泛之審查。本集團已委任一獨立估值師重新估計部分機器可使用年期，因而延長該些機器可使用年限期由6-10年至10-15年。該會計估計之變更已期後地入帳，導致截至二零一零年三月三十一日之淨溢利增加約10,864,000港元。

##### (b) 應收帳款之估計減值

本集團根據應收帳款之估計可收回程度就該等應收帳款計提減值準備。當事件發生或情況改變顯示不可能收回餘款時，則會就應收帳款計提準備。識別應收帳款減值需要作出判斷及估計。當預期金額與原定估計有差異時，則該差異將於估計出現變動期間內影響應收帳款之帳面值及減值虧損準備。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

#### (c) Estimated provision for inventories

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

#### (d) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (e) Employee benefits – share-based payments

The valuation of the fair value of the share options granted requires judgment in determining the expected volatility of the share price, the dividends expected on the shares, the risk-free interest rate during the life of the options and the number of share options that are expected to vest. Where the outcome of the number of options that are vested is different, such difference will impact the consolidated income statement in the subsequent remaining vesting period of the relevant share options.

### 4 關鍵性之會計估計及判斷 (續)

#### (c) 估計存貨準備

根據存貨變現性之評估撇減存貨至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時將被記錄為撇減。識別撇減需要作出判斷及估計。當預期之金額與原定估計有差異時則該差異將會於估計改變之期間內影響存貨之帳面值及存貨之撇減。

#### (d) 所得稅

本集團需要在多個司法權區繳納所得稅。在釐定全球所得稅準備時，需要作出重大判斷。在一般業務過程中，許多交易和計算所涉及之最終稅務釐定都不確定。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。如此等事件之最終稅務結果與最初記錄之金額不同，此等差額將影響作出此等釐定期間之所得稅和遞延稅準備。

#### (e) 僱員福利 – 以股份為基礎之付款

授出購股權之公平值估值需要確定預期股價之波動，預期股票之股息，在股權生效期間無風險之利率及預期將會授予之購股權數量之判斷。如果股權數量最終授予不同，這種差異將會在授予有關購股權期後剩餘之授予期影響綜合損益表。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 5 SEGMENT INFORMATION

The Group's chief operating decision-maker reviews the Group's internal reports periodically in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group is organized on a worldwide basis into two main operating segments. They are (i) metal and plastic business; and (ii) electronic manufacturing services business.

Others mainly comprise rental and management fee income.

Management considers the business from both a geographic and products and services perspective. From a products and services perspective, management assesses the performance of metal and plastic business, and electronic manufacturing services business. And there is further evaluation on a geographic basis (Japan, Hong Kong, Mainland China, Asia (excluding Japan, Hong Kong and Mainland China), North America and Western Europe). Management assesses the performance of the operating segments based on operating profit. Segment information provided to management for decision making is measured in a manner consistent with that in the financial statements.

#### 5 分部資料

本集團之主要營運決策者定期審閱本集團之內部報告以評估業績和分配資源。管理層以該些報告為基礎決定營運分部。

本集團遍及世界各地之業務分為兩大主要營運分部，分別是(i)五金塑膠業務；及(ii)電子專業代工服務業務。

其他業務主要包括租金和管理費收入。

管理層同時從地區及產品及服務之角度衡量其業務。從產品及服務之角度，管理層評估五金塑膠業務及電子專業代工服務業務之表現。並會進一步在地域基礎（日本、香港、中國大陸、亞洲（不包括日本、香港及中國大陸）、北美洲和西歐）評估。管理層基於經營溢利評估營運分部之表現。提供給管理層決策之分部資料之衡量方式與財務報表一致。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 5 SEGMENT INFORMATION (Cont'd)

The segment results for the year ended 31 March 2010 are as follows:

#### 5 分部資料 (續)

截至二零一零年三月三十一日止年度之分部業績如下：

		2010 二零一零年			
		Metal and plastic business 五金塑膠業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業代工業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment revenues	分部收入				
Total segment revenue	分部收入總額	<b>958,741</b>	<b>1,403,883</b>	<b>4,408</b>	<b>2,367,032</b>
Inter-segment revenue	分部間收入	<b>(121,860)</b>	–	–	<b>(121,860)</b>
Revenue from external customers	來自外部客戶之收入	<b>836,881</b>	<b>1,403,883</b>	<b>4,408</b>	<b>2,245,172</b>
Gross profit	毛利	<b>103,284</b>	<b>44,326</b>	<b>4,408</b>	<b>152,018</b>
Distribution and selling expenses and general and administrative expenses	分銷及銷售及一般及行政費用	<b>(69,301)</b>	<b>(70,678)</b>	–	<b>(139,979)</b>
Operating profit/(loss)	經營溢利/(虧損)	<b>33,983</b>	<b>(26,352)</b>	<b>4,408</b>	<b>12,039</b>
Operating profit/(loss) includes:	經營溢利/(虧損) 包括：				
Depreciation	折舊	<b>23,935</b>	<b>23,085</b>	–	<b>47,020</b>
Amortisation	攤銷	<b>652</b>	<b>596</b>	–	<b>1,248</b>
Provision for/(Write-back of provision) for obsolete and slow-moving inventories	陳舊及滯銷存貨準備/(準備之回撥)	<b>5,318</b>	<b>(1,651)</b>	–	<b>3,667</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 5 SEGMENT INFORMATION (Cont'd)

The segment results for the year ended 31 March 2009 are as follows:

#### 5 分部資料 (續)

截至二零零九年三月三十一日止年度之分部業績如下：

		2009 二零零九年			
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment revenues	分部收入				
Total segment revenue	分部收入總額	1,354,059	1,203,650	3,348	2,561,057
Inter-segment revenue	分部間收入	(97,131)	–	–	(97,131)
Revenue from external customers	來自外部客戶之收入	1,256,928	1,203,650	3,348	2,463,926
Gross profit	毛利	146,353	27,751	3,348	177,452
Distribution and selling expenses and general and administrative expenses	分銷及銷售及一般及行政費用	(84,633)	(66,463)	–	(151,096)
Operating profit/(loss)	經營溢利/(虧損)	61,720	(38,712)	3,348	26,356
Operating profit/(loss) includes:	經營溢利/(虧損) 包括：				
Depreciation	折舊	36,287	20,007	–	56,294
Amortisation	攤銷	791	386	–	1,177
Provision for impairment of trade and other receivables	貿易及其他應收帳減值準備	728	–	–	728
(Write-back of provision)/ provision for obsolete and slow-moving inventories	陳舊及滯銷存貨(準備之回撥)/準備	(4,246)	2,441	–	(1,805)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 5 SEGMENT INFORMATION (Cont'd)

A reconciliation of operating profit to profit before taxation is provided as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Operating profit	經營溢利	12,039	26,356
Finance income	財務收入	3,312	10,071
Finance costs	財務成本	(5,392)	(12,888)
Share of (loss)/profit of associated companies	應佔聯營公司之(虧損)/溢利	(2,682)	201
Profit before taxation	除稅前溢利	<b>7,277</b>	23,740

The segment revenue by geographical information as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Japan	日本	172,198	178,956
Hong Kong	香港	434,752	483,769
Mainland China	中國大陸	619,036	612,010
Asia (excluding Japan, Hong Kong and Mainland China)	亞洲(不包括日本、香港及中國大陸)	258,257	332,569
North America	北美洲	251,695	264,275
Western Europe	西歐	509,234	592,347
Total revenue	收入總額	<b>2,245,172</b>	2,463,926

Revenue is allocated based on the country in which the final destination of shipment is located.

The Group's sales are made primarily to few key customers. For the year ended 31 March 2010, the revenue derived from five largest customers accounted for approximately 87% (2009: 84%) of the Group's total revenue.

### 5 分部資料(續)

經營溢利調節至除稅前溢利如下：

根據地區資料分部收入如下：

收入根據最終付運目的地所在國家分配。

本集團之銷售主要是由幾個關鍵客戶組成。截至二零一零年三月三十一日，收入來自五大客戶約佔本集團總收入87%（二零零九年：84%）。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 6 LEASEHOLD LAND AND LAND USE RIGHTS – GROUP

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

#### 6 租賃土地及土地使用權 – 本集團

本集團於租賃土地及土地使用權代表預付經營租賃款項，按其帳面淨值分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Net book amount at beginning of the year	年初帳面淨值	72,096	46,873
Transfer from deposit paid in prior year	往年已付按金轉入	–	26,400
Disposal	出售	(6,013)	–
Amortisation charged to cost of sales	攤銷計入銷售成本	(1,248)	(1,177)
Net book amount at end of the year	年底帳面淨值	64,835	72,096
Cost	成本	72,399	78,587
Accumulated amortisation	累積攤銷	(7,564)	(6,491)
Net book amount at end of the year	年底帳面淨值	64,835	72,096
Leases of 10 to 50 years in Hong Kong	香港 – 租賃由10至50年	1,009	1,036
Leases of 10 to 50 years in Mainland China	中國大陸 – 租賃由10至50年	62,893	70,109
Leases of over 50 years in Mainland China	中國大陸 – 租賃由50年以上	933	951
		64,835	72,096

The leasehold land located in Hong Kong are held under medium-term leases expiring in June 2047. The leasehold land located in Mainland China are held under land use rights of 45 to 57 years expiring in April 2043 to October 2062.

在香港之租賃土地乃根據至二零四七年六月約滿之中期租賃而持有。在中國大陸之租賃土地乃根據為期四十五至五十七年（即延至二零四三年四月至二零六二年十月止）之土地使用權而持有。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 7 PROPERTY, PLANT AND EQUIPMENT – GROUP

### 7 物業、廠房及設備 – 本集團

		Buildings	Construction- in-progress	Leasehold improvements and fixtures	Machinery	Tools and equipment	Furniture and computer equipment	Total
		樓宇	在建工程	物業裝修	機器	工具及設備	傢俬及 電腦設備	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 31 March 2008</b>	二零零八年三月三十一日							
Cost	成本	224,212	26,666	82,424	407,518	28,383	50,135	819,338
Accumulated depreciation	累積折舊	(40,646)	–	(41,458)	(299,948)	(20,229)	(38,729)	(441,010)
Net book amount	帳面淨值	183,566	26,666	40,966	107,570	8,154	11,406	378,328
<b>Year ended</b>	截至二零零九年							
<b>31 March 2009</b>	三月三十一日止年度							
Opening net book amount	期初帳面淨值	183,566	26,666	40,966	107,570	8,154	11,406	378,328
Additions	添置	38,110	10,558	20,381	36,422	3,509	5,661	114,641
Transfer in/(out)	轉入/(出)	11,150	(11,150)	–	–	–	–	–
Disposals	出售	(359)	–	(215)	(288)	–	(81)	(943)
Depreciation	折舊	(5,423)	–	(7,440)	(34,701)	(2,474)	(6,256)	(56,294)
Closing net book amount	期末帳面淨值	227,044	26,074	53,692	109,003	9,189	10,730	435,732
<b>At 31 March 2009</b>	二零零九年三月三十一日							
Cost	成本	273,113	26,074	102,590	424,905	24,553	55,608	906,843
Accumulated depreciation	累積折舊	(46,069)	–	(48,898)	(315,902)	(15,364)	(44,878)	(471,111)
Net book amount	帳面淨值	227,044	26,074	53,692	109,003	9,189	10,730	435,732
<b>Year ended</b>	截至二零一零年							
<b>31 March 2010</b>	三月三十一日止年度							
Opening net book amount	期初帳面淨值	227,044	26,074	53,692	109,003	9,189	10,730	435,732
Additions	添置	18,536	24,672	5,208	27,161	2,577	4,739	82,893
Transfer in/(out)	轉入/(出)	18,990	(19,025)	35	(88)	90	(2)	–
Disposals	出售	–	–	–	(217)	–	(10)	(227)
Depreciation	折舊	(6,084)	–	(7,831)	(24,258)	(2,818)	(6,029)	(47,020)
Closing net book amount	期末帳面淨值	258,486	31,721	51,104	111,601	9,038	9,428	471,378
<b>At 31 March 2010</b>	二零一零年三月三十一日							
Cost	成本	310,639	31,721	107,833	449,555	27,236	60,243	987,227
Accumulated depreciation	累積折舊	(52,153)	–	(56,729)	(337,954)	(18,198)	(50,815)	(515,849)
Net book amount	帳面淨值	258,486	31,721	51,104	111,601	9,038	9,428	471,378



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 7 PROPERTY, PLANT AND EQUIPMENT – GROUP (Cont'd)

Depreciation expense of HK\$45,265,000 (2009: HK\$53,907,000) and HK\$1,755,000 (2009: HK\$2,387,000) has been charged to cost of sales and general and administrative expenses, respectively.

During the year, the Group extended the useful lives of certain machinery. Please refer to Note 4 to the consolidated financial statements for details.

The Group's interests in buildings at their net book values are analysed as follows:

### 7 物業、廠房及設備 – 本集團 (續)

折舊中45,265,000港元(二零零九年: 53,907,000港元)及1,755,000港元(二零零九年: 2,387,000港元)分別在銷售成本及一般及行政費用支銷。

年內, 本集團延長若干機器之可使用年期。詳細請參考綜合財務報表附註4。

本集團在樓宇之權益按其帳面淨值分析如下:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Buildings in Hong Kong, held on leases between 10 to 50 years	於香港持有樓宇 10至50年期之租賃	2,018	2,096
Buildings in Mainland China, held on leases between 10 to 50 years	於中國大陸持有樓宇 10至50年期之租賃	254,049	222,475
Buildings in Mainland China, held on leases over 50 years	於中國大陸持有樓宇 多過50年期之租賃	2,419	2,473
		<b>258,486</b>	227,044

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY

### 8 於附屬公司之投資 – 本公司

		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted shares investments, at cost	非上市股份之成本值	193,285	193,285
Less: Provision for impairment of investment in subsidiaries	減: 於附屬公司之投資減值 準備	(3,087)	(3,087)
Amounts due from subsidiaries (Note i)	應收附屬公司帳款(附註i)	299,121	306,409
		<b>489,319</b>	496,607
Amount due from a subsidiary (Note ii)	應收附屬公司帳款(附註ii)	7,000	–

(i) The non-current amounts due from subsidiaries represent funding provided by the Company to the respective subsidiaries are unsecured, interest free and not repayable within the next twelve months and are denominated in HK dollars.

(ii) The amount due from a subsidiary is unsecured, interest free and repayable on demand and is denominated in HK dollars.

(i) 應收附屬公司之非流動帳款代表本公司提供資金給各附屬公司, 該帳款為無抵押、不計利息及不用於未來十二個月償還, 及以港幣為單位。

(ii) 應收附屬公司帳款為無抵押, 不計利息並在要求時償還, 及以港幣為單位。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

Particulars of the principal subsidiaries as at 31 March 2010 are:

#### 8 於附屬公司之投資 – 本公司 (續)

於二零一零年三月三十一日主要附屬公司之資料：

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in capital	Interest held
名稱	註冊成立地點及法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Karrie International (B.V.I.) Limited	British Virgin Islands, limited liability company 英屬處女群島有限責任公司	Investment holding, the British Virgin Islands 投資控股，英屬處女群島	Ordinary share of (i) US\$100 普通股(i)100美元	100%
Castfast Industrial Company Limited 嘉輝塑膠五金有限公司	Hong Kong, limited liability company 香港有限責任公司	Plastic injection moulding operations, Hong Kong 經營塑膠注模，香港	Ordinary share of HK\$100 普通股100港元 Non-voting deferred share of (ii) HK\$990,200 無投票權遞延股(ii) 990,200港元	100% –
Castfast Industrial (Yan Tien) Limited 雁田嘉輝塑膠五金廠有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture of computer casings, office automation products, moulds and plastic and metal parts; provision of electronic manufacturing services, property holding and investment holding, Mainland China 製造電腦外殼、辦公室文儀產品、模具及塑膠與金屬部件；提供電子專業代工服務，持有物業及投資控股，中國大陸	Ordinary share of HK\$100 普通股100港元 Non-voting deferred share of (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100% –
Castfast Magnetics Moulding Limited 嘉輝磁電工模廠有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture of plastic injection moulds and metal stamping dies, Hong Kong 製造注塑模具及金屬沖壓模具，香港	Ordinary share of HK\$10 普通股10港元 Non-voting deferred share of (ii) HK\$30,000 無投票權遞延股(ii) 30,000港元	100% –
Dongguan Yanxun Electronics Company Limited 東莞雁訊電子有限公司	Mainland China, limited liability company 中國有限責任公司	Manufacture of computer casings, video cassette housings, office automation products and plastic and metal parts, Mainland China 製造電腦外殼、錄影帶外殼、辦公室文儀產品及塑膠及金屬部件，中國大陸	Paid-up capital (iii) HK\$4,500,000 已繳資本(iii) 4,500,000港元	85%

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

### 8 於附屬公司之投資 – 本公司 (續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid-in capital 已發行及已繳股本	Interest held 權益持有
Grand King Trading Limited 嘉爵貿易有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$1 普通股1港元	100%
Grandway Investment (Group) Limited 嘉惠投資(集團)有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股, 中國大陸	Ordinary share of HK\$1 普通股1港元	100%
Hong Kong Hung Hing Metal Manufacturing Company Limited 香港雄興金屬製品有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture and sale of metal parts, Hong Kong 製造及銷售金屬部件, 香港	Ordinary share of HK\$100 普通股100港元 Non-voting deferred share of (ii) HK\$250,000 無投票權遞延股(ii) 250,000港元	100% –
Jiang Su Castfast Electronic Technologies Company Limited 江蘇嘉輝電子科技有限公司	Mainland China, limited liability company 中國有限責任公司	Manufacture of office automation products and provision of electronic manufacturing services, Mainland China 製造辦公室文儀產品及提供電子 專業代工服務, 中國大陸	Paid-up capital (iv) US\$18,600,000 已繳資本(iv) 18,600,000美元	100%
Kar Sharp Development Limited 嘉銳發展有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$1 普通股1港元	100%
Kar Top Investment Limited 嘉拓投資有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$1 普通股1港元	100%
Karrie Creation Limited 嘉利創建有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$1,000 普通股1,000港元 Non-voting deferred share of (ii) HK\$1,000,000 無投票權遞延股(ii) 1,000,000港元	100% –

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

### 8 於附屬公司之投資 – 本公司 (續)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in capital	Interest held
名稱	註冊成立地點及 法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Karrie Industrial Company Limited 嘉利產品有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture and sale of video cassette housings, sale of computer casings, office automation products, plastic and metal parts, metal stamping dies, plastic injection moulds, Hong Kong 製造及銷售錄影帶外殼； 銷售電腦外殼、辦公室文儀產品、 塑膠及金屬部件、注塑模具及 金屬沖壓模具，香港	Ordinary share of HK\$1,000 普通股1,000港元 Non-voting deferred share of (ii) HK\$5,000,000 無投票權遞延股(ii) 5,000,000港元	100% –
Karrie Investment Holdings Limited 嘉利投資控股有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$10 普通股10港元 Non-voting deferred share of (ii) HK\$2 無投票權遞延股(ii) 2港元	100% –
Karrie Logistic Company Limited 嘉利物流有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股，中國大陸	Ordinary share of HK\$2 普通股2港元	100%
Karrie Technologies Company Limited 嘉利環球科技有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacturing and sales of plastic parts, sales of metal stamping dies and plastic injection moulds and provision of electronic manufacturing services, Hong Kong 製造及銷售塑膠部件； 銷售金屬沖壓模具、注塑模具； 及提供電子專業代工服務，香港	Ordinary share of HK\$30,000,000 普通股30,000,000港元	100%
Karpo Technologies Limited 嘉寶科技有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股，中國大陸	Ordinary share of HK\$1,000 普通股1,000港元 Non-voting deferred share of (ii) HK\$1,000,000 無投票權遞延股(ii) 1,000,000港元	100% –

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

### 8 於附屬公司之投資 – 本公司 (續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid-in capital 已發行及已繳股本	Interest held 權益持有
Kartech Investment Group Limited 嘉達投資集團有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary share of HK\$1 普通股1港元	100%
Karwin Electronic Technologies (Suzhou) Company Limited 嘉運電子科技(蘇州)有限公司	Mainland China, limited liability company 中國有限責任公司	Inactive 暫無營業	Paid-up capital (v) Nil 已繳資本(v)無	100%
Karwin Engineering Company Limited 嘉運機械工程有限公司	Hong Kong, limited liability company 香港有限責任公司	Design, manufacture and sale of computer casings, office automation products; sale of plastic and metal parts, metal stamping dies, plastic injection moulds, Hong Kong 設計、製造及銷售電腦外殼、辦公室文儀產品；銷售塑膠及金屬部件、金屬沖壓模具及注塑模具，香港	Ordinary share of HK\$10 普通股10港元 Non-voting deferred share of (ii) HK\$100 無投票權遞延股(ii) 100港元	100% –
Karwin Technologies Incorporation	The United States of America, limited liability company 美國有限責任公司	Provision of consultancy services to group companies, the United States of America 提供顧問服務予本集團公司，美國	Ordinary share of US\$100 普通股100美元	100%
Kings Dragon Investment (HK) Limited 勁龍投資(香港)有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Hong Kong 投資控股，香港	Ordinary share of HK\$2 普通股2港元	100%
Kings Horse Investment Limited 勁馬投資有限公司	Hong Kong, limited liability company 香港有限責任公司	Property holding, Hong Kong 持有物業，香港	Ordinary share of HK\$10 普通股10港元 Non-voting deferred share of (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100% –

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

### 8 於附屬公司之投資 – 本公司 (續)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in capital	Interest held
名稱	註冊成立地點及法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Kwong Hing Computer Metallic Components Limited 廣興電腦金屬配件有限公司	Hong Kong, limited liability company 香港有限責任公司	Property holding, Mainland China 持有物業，中國大陸	Ordinary share of HK\$100 普通股100港元 Non-voting deferred share of (ii) HK\$1,250,010 無投票權遞延股(ii) 1,250,010港元	100% –
Sagem Karrie Technologies (Hong Kong) Company Limited 嘉利先進科技(香港)有限公司	Hong Kong, limited liability company 香港有限責任公司	Provision of electronic manufacturing services, Hong Kong 提供電子專業代工服務，香港	Ordinary share of HK\$110,000,000 普通股110,000,000港元	60%
東莞嘉寶電子實業有限公司	Mainland China, limited liability company 中國有限責任公司	Property holding, Mainland China 持有物業，中國大陸	Paid-up capital (vi) HK\$24,000,000 已繳資本(vi) 24,000,000港元	100%

Note:

附註：

- |   |   |
|---|---|
| (i) The shares of Karrie International (BVI) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.  | (i) Karrie International (B.V.I.) Limited之股份乃本公司直接持有。其他附屬公司之股份乃本公司間接持有。   |
| (ii) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of HK\$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.  | (ii) 無投票權遞延股份並非由本集團所擁有。這些股份無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000港元；否則該等股份無權分享任何分派。   |
| (iii) Dongguan Yanxun Electronics Company Limited (“DYECL”) is a co-operative joint venture established in Mainland China with an operating period of 15 years up to May 2010. Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of DYECL (the “joint venture partner”) has agreed to waive its entitlement to share the profit of DYECL in return for a pre-determined annual fee. Subsequent to year ended, the Group and the joint venture partner are in the process on a distribution of its assets in accordance with their respective equity interests. | (iii) 東莞雁訊電子有限公司(「東莞雁訊」)乃於中國成立之合資企業，其合營期為十五年，於二零一零年五月屆滿。根據一份於一九九五年十月二十四日簽定之協議，東莞雁訊之中方合夥人同意放棄其分享東莞雁訊溢利之權益，以換取一項預定之年費。於年度後，本集團與中方合夥人按各權益分派資產。 |
| (iv) Jiang Su Castfast Electronic Technologies Company Limited is a wholly-owned foreign enterprise established in Mainland China with an operating period of 50 years up to January 2058.  | (iv) 江蘇嘉輝電子科技有限公司乃一於中國成立全資擁有外資企業，其營業期限為五十年，於二零五八年一月屆滿。  |
| (v) Karwin Electronic Technologies (Suzhou) Company Limited is a wholly-owned foreign enterprise established in Mainland China with an operating period of 50 years up to July 2057.  | (v) 嘉運電子科技(蘇州)有限公司乃一於中國成立全資擁有外資企業，其營業期限為五十年，於二零五七年七月屆滿。   |



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 8 INVESTMENT IN SUBSIDIARIES – COMPANY (Cont'd)

Note: (Cont'd)

- (vi) 東莞嘉寶電子實業有限公司 is a wholly-owned foreign enterprise established in Mainland China with an operating period of 25 years up to 18 February 2030.
- (vii) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2010.
- (viii) All subsidiaries established in Mainland China have financial accounting year end dated 31 December in accordance with the local statutory requirements, which is not coterminous with that of the Company. The consolidated financial statements of the Group were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2010.

### 9 INVESTMENT IN ASSOCIATED COMPANIES – GROUP

### 8 於附屬公司之投資 – 本公司 (續)

附註：(續)

- (vi) 東莞嘉寶電子實業有限公司乃一於中國成立全資擁有外資企業，其營業期限為二十五年，於二零一零年二月十八日屆滿。
- (vii) 於截至二零一零年三月三十一日止年度內各附屬公司均無任何已發行之借貸資本。
- (viii) 依照本土法律規定，所有於中國成立之附屬公司之財務年結日為十二月三十一日，與本公司並不一致。本集團之綜合財務報表按照該些附屬公司截至二零一零年三月三十一日止十二個月之管理帳編製而成。

### 9 於聯營公司之投資 – 本集團

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Share of net assets	分攤資產淨值		
Beginning of the year	年初	601	400
Investment in an associated company	於聯營公司之投資	30,380	–
Share of (loss)/profit of associated companies	應佔聯營公司之 (虧損)/溢利	(2,682)	201
End of the year	年底	28,299	601
Amount due from an associated company	應收聯營公司帳款	10,226	–
Amount due to an associated company	應付聯營公司帳款	305	211

The outstanding balances due from/to the associated companies are unsecured, non-interest bearing and repayable on demand, and are denominated in HK dollars.

該些聯營公司尚未償還之應收／應付帳款為無抵押、不計利息、並在要求時償還，及以港幣為單位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 9 INVESTMENT IN ASSOCIATED COMPANIES – GROUP (Cont'd)

The Group's share of the results of its associated companies, all of which are unlisted, and its aggregated assets and liabilities, are as follows:

### 9 於聯營公司之投資 – 本集團 (續)

本集團應佔聯營公司之業績(全屬非上市公司)·全部資產及負債如下:

Name	Particulars of issued shares	Place of incorporation/ establishment	Attributable to the Group 本集團應佔				Interest held indirectly 間接持有權益
			Assets	Liabilities	Revenues	Loss	
名稱	已發行股份	註冊/成立地點	資產 HK\$'000 千港元	負債 HK\$'000 千港元	收入 HK\$'000 千港元	虧損 HK\$'000 千港元	
2010							
二零一零年							
NEC Nagano Karrie Electronics Limited (i)	ordinary share of HK\$20,000,000 普通股20,000,000港元	Hong Kong, limited liability company 香港有限責任公司	-	-	-	-	30%
長野日本電氣嘉利電子有限公司(i)							
TIS Karrie Technologies (Hong Kong) Company Limited (i)	ordinary share of HK\$62,000,000 普通股62,000,000港元	Hong Kong, limited liability company 香港有限責任公司	36,228	(8,458)	-	(2,610)	49%
嘉友科技(香港)有限公司(i)							
Xiongguan Precision Metal Product Company Limited (i)	ordinary share of HK\$1,000,000 普通股1,000,000港元	Hong Kong, limited liability company 香港有限責任公司	655	(126)	515	(72)	40%
雄冠精密五金製品有限公司(i)							
			<b>36,883</b>	<b>(8,584)</b>	<b>515</b>	<b>(2,682)</b>	

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 9 INVESTMENT IN ASSOCIATED COMPANIES – GROUP (Cont'd)

### 9 於聯營公司之投資 – 本集團 (續)

Name	Particulars of issued shares	Place of incorporation/ establishment	Attributable to the Group 本集團應佔				Interest held indirectly 間接持有權益
			Assets HK\$'000 千港元	Liabilities HK\$'000 千港元	Revenues HK\$'000 千港元	Profit HK\$'000 千港元	
2009							
二零零九年							
NEC Nagano Karrie Electronics Limited (i)	ordinary share of HK\$20,000,000 普通股20,000,000港元	Hong Kong, limited liability company 香港有限責任公司	-	-	-	-	30%
長野日本電氣嘉利電子有限公司 (i)							
Xiongguan Precision Metal Product Company Limited (i)	ordinary share of HK\$1,000,000 普通股1,000,000港元	Hong Kong, limited liability company 香港有限責任公司	732	(131)	1,209	201	40%
雄冠精密五金制品有限公司 (i)							
			732	(131)	1,209	201	

Note:

(i) All these companies are indirectly held by the Company.

附註：

(i) 這些公司之股份乃本公司間接持有。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

### 10 FINANCIAL INSTRUMENTS BY CATEGORY

### 10 按類別分類之金融工具

		<b>Group</b> 本集團	
		<b>Loans and receivables</b> 貸款及應收帳	
		<b>2010</b> 二零一零年 <b>HK\$'000</b> 千港元	2009 二零零九年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Trade and other receivables (Note 11)	貿易及其他應收帳款 (附註11)	<b>444,419</b>	470,701
Deposits (Note 11)	按金 (附註11)	<b>23,443</b>	14,396
Amount due from an associated company (Note 9)	應收聯營公司帳款 (附註9)	<b>10,226</b>	–
Time deposit (Note 13)	定期存款 (附註13)	<b>91,312</b>	–
Cash and bank balances (Note 14)	現金及銀行結存 (附註14)	<b>328,003</b>	641,440
		<b>897,403</b>	1,126,537
		<b>Financial liabilities</b> 財務負債	
		<b>2010</b> 二零一零年 <b>HK\$'000</b> 千港元	2009 二零零九年 HK\$'000 千港元
<b>Liabilities</b>	<b>負債</b>		
Trade and other payables (Note 18)	貿易及其他應付帳款 (附註18)	<b>592,283</b>	499,061
Bank borrowings (Note 19)	銀行借貸 (附註19)	<b>387,830</b>	605,935
Amount due to an associated company (Note 9)	應付聯營公司帳款 (附註9)	<b>305</b>	211
		<b>980,418</b>	1,105,207

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 10 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

### 10 按類別分類之金融工具 (續)

		<b>Company</b> 本公司	
		<b>Loans and receivables</b> 貸款及應收帳	
		<b>2010</b> 二零一零年 <b>HK\$'000</b> 千港元	2009 二零零九年 HK\$'000 千港元
<b>Assets</b>			
資產			
Amounts due from subsidiaries (Note 8)	應收附屬公司帳款 (附註8)	<b>306,121</b>	306,409
Deposits and other receivables (Note 11)	按金及其他應收帳款 (附註11)	<b>411</b>	335
Cash and bank balances (Note 14)	現金及銀行結存 (附註14)	<b>375</b>	382
		<b>306,907</b>	307,126
		<b>Financial liabilities</b> 財務負債	
		<b>2010</b> 二零一零年 <b>HK\$'000</b> 千港元	2009 二零零九年 HK\$'000 千港元
<b>Liabilities</b>			
負債			
Trade and other payables (Note 18)	貿易及其他應付帳款 (附註18)	<b>2,720</b>	2,106

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

#### 11 貿易應收帳款、預付款、按金及其他應收帳款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade receivables	貿易應收帳款	427,247	430,161	–	–
Other receivables	其他應收帳款	28,997	52,365	411	335
		<b>456,244</b>	482,526	<b>411</b>	335
Less: Provision for impairment of trade and other receivables	減：貿易及其他 應收帳款 減值準備	(11,825)	(11,825)	–	–
		<b>444,419</b>	470,701	<b>411</b>	335
Prepayments	預付款	4,210	3,453	–	–
Deposits	按金	23,443	14,396	–	–
		<b>27,653</b>	17,849	–	–
Less: Other non-current assets (Note)	減：其他非流動 資產（附註）	(12,803)	–	–	–
		<b>14,850</b>	17,849	–	–
		<b>459,269</b>	488,550	<b>411</b>	335
Representing:	代表：				
Trade receivables, net of provision	貿易應收帳款 扣除準備	416,150	419,064	–	–
Prepayments, deposits and other receivables, net of provision	預付款、按金及 其他應收帳款 扣除準備	43,119	69,486	411	335
		<b>459,269</b>	488,550	<b>411</b>	335

Note:

Other non-current assets represent deposits paid for purchase of property, plant and equipment.

附註：

其他非流動資產代表購買物業、廠房及設備之已付訂金。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(Cont'd)

The Group generally grants credit periods ranging from 30 to 90 days. Aging analysis of trade and other receivables is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
0 to 90 days	0至90日	429,838	474,966
91 to 180 days	91至180日	9,313	4,848
181 to 360 days	181至360日	15,359	1,059
Over 360 days	360日以上	1,734	1,653
		<b>456,244</b>	482,526

The carrying amounts of trade receivables, prepayments, deposits and other receivables approximate their fair values.

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

#### 11 貿易應收帳款、預付款、按金及其他應收帳款 (續)

本集團一般給予客戶之數期由30日至90日。貿易及其他應收帳款之帳齡分析如下：

貿易應收帳款、預付款、按金及其他應收帳款面值與其公平值相近。

本集團之貿易及其他應收帳款面值以下列貨幣為單位：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade and other receivables	貿易及其他應收帳款				
– HK dollar	– 港元	10,496	11,497	411	335
– US dollar	– 美元	423,920	415,713	–	–
– Singapore dollar	– 星加坡元	5	1,061	–	–
– Renminbi	– 人民幣	21,823	54,255	–	–
		<b>456,244</b>	482,526	<b>411</b>	335

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Cont'd)

Movement in the provision for impairment of trade and other receivables is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Beginning of the year	年初	11,825	11,097
Provision for impairment (included in general and administrative expenses)	減值準備 (包括一般及 行政費用)	-	728
End of the year	年底	11,825	11,825

The creation and release of provision for impaired receivables have been included in general and administrative expense in the income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. The directors are of the opinion that adequate provision for uncollectible trade and other receivables has been made in the financial statements.

Trade receivables that are less than three months past due are not considered as impaired except for customers which are in unexpected difficult economic situations.

As of 31 March 2010, trade receivables of HK\$38,239,000 (2009: HK\$54,582,000) were past due but not impaired. These relates to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
1 to 90 days	1至90日	16,913	49,143
91 to 180 days	91至180日	8,373	4,209
181 to 360 days	181至360日	12,947	487
Over 360 days	360日以上	6	743
		38,239	54,582

### 11 貿易應收帳款、預付款、按金及 其他應收帳款 (續)

貿易及其他應收帳款減值準備之變動如下：

對已減值應收帳款之設立和回撥已包括在損益表中一般及行政費用。在準備帳戶中扣除之數額一般會在預期無法收回額外現金時撇銷。董事之意見，不能收回之貿易應收帳款已在綜合財務報表作出足夠準備。

逾期少於三個月之貿易應收帳款不被視為經已減值，除非個別減值之應收帳款主要與陷入無法預期之經營困境情況之客戶有關。

於二零一零年三月三十一日，貿易應收帳款為38,239,000港元（二零零九年：54,582,000港元）經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄之獨立客戶。此等貿易應收帳款之帳齡分析如下：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(Cont'd)

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables, deposits and other receivables stated above. The Group did not hold any collateral as security.

The credit quality of the Group's and the Company's trade receivables, deposits and other receivables that are neither past due nor impaired has been assessed by reference to the historical information about counterparty default rates. The existing counterparties do not have significant defaults in the past.

#### 12 INVENTORIES – GROUP

Raw materials	原材料
Work-in-progress	半製成品
Finished goods	製成品

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,724,786,000 (2009: HK\$1,912,962,000).

During the year, the Group has provision for obsolete and slow-moving inventories for an amount of approximately HK\$3,667,000 (2009: write-back of provision of HK\$1,805,000).

As at 31 March 2010, certain inventories were held under trust receipts bank loan arrangement.

#### 13 TIME DEPOSIT – GROUP

Time deposit represents a deposit with a bank in Mainland China with initial term of maturity of one year. The weighted average effective interest rate as at 31 March 2010 was 2.25% (2009: Nil). The balance is denominated in Renminbi.

The conversion of this RMB denominated deposit into foreign currencies and the remittance of funds out of Mainland China is subject to the rules and regulations of foreign exchange control promulgated by the Mainland China Government.

#### 11 貿易應收帳款、預付款、按金及其他應收帳款 (續)

於報告日，信貸風險之最高承擔為上述應收帳款、按金及其他應收帳款之帳面值。本集團沒有持有任何作為抵押之抵押品。

根據過往客戶拖欠率對本集團及本公司貿易應收帳款、按金及其他應收帳款之信貸質素作出評估，現時之客戶在過去沒有重大之拖欠記錄。

#### 12 存貨 – 本集團

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Raw materials	原材料	150,484	118,066
Work-in-progress	半製成品	43,234	37,974
Finished goods	製成品	75,918	71,022
		<b>269,636</b>	227,062

存貨成本確認為費用並列入銷售成本之金額為1,724,786,000港元(二零零九年: 1,912,962,000港元)。

本集團於本年度陳舊及滯銷存貨準備之金額約為3,667,000港元(二零零九年: 準備之回撥1,805,000港元)。

於二零一零年三月三十一日，若干存貨以信託收據銀行貸款安排持有。

#### 13 定期存款 – 本集團

定期存款是指存款於中國大陸之銀行，並最初任期到期日為一年。加權平均實際利率為二零一零年三月三十一日2.25% (二零零九年: 無)。結餘以人民幣計算。

兌換人民幣為外國貨幣出境外須遵守中國政府的外匯控制規例及法規。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 14 CASH AND BANK BALANCES

#### 14 現金及銀行結存

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash at bank and on hand	銀行存款及現金	243,322	209,290	375	382
Short-term bank deposits	短期銀行存款	84,681	432,150	–	–
		<b>328,003</b>	641,440	<b>375</b>	382
Maximum exposure to credit risk	信貸風險之最高承擔	<b>328,003</b>	641,440	<b>375</b>	382

Cash and bank balances were denominated in the following currencies:

現金及銀行結存以下列貨幣為單位：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
HK dollar	港元	25,966	10,394	375	382
US dollar	美元	149,533	506,341	–	–
Renminbi	人民幣	133,423	115,413	–	–
Singapore dollar	星加坡元	4,246	8,986	–	–
Others	其他	14,835	306	–	–
		<b>328,003</b>	641,440	<b>375</b>	382

The effective interest rate on short-term bank deposits, with maturity ranging from 1 to 3 months, was 0.18% (2009: 0.79%) per annum during the year ended 31 March 2010. Cash at bank earns interest at floating rates based on daily bank deposit rates.

截至二零一零年三月三十一日止年度內，到期日由一個月到三個月內之短期銀行存款之實際年利率為0.18%（二零零九年：0.79%）。銀行存款利息收入以每日銀行存款利率浮息計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 15 SHARE CAPITAL

### 15 股本

		2010 二零一零年		2009 二零零九年	
		Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元
Authorised:	法定股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙	800,000	80,000	800,000	80,000
Issued and fully paid:	已發行及 已繳足股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙				
Beginning of the year	年初	577,098	57,710	577,198	57,720
Repurchase of share	股份回購	-	-	(100)	(10)
End of the year	年底	577,098	57,710	577,098	57,710

### 16 SHARE OPTIONS

The Company adopted a share option scheme in May 2002, under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company's board of directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) an average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each.

### 16 購股權

本公司於二零零二年五月採納一項購股權計劃，可據此向本集團之僱員（包括本公司之執行董事）及第三者授出購股權以便認購本公司之股份，惟最多以本公司當時已發行股本面值（不包括因行使購股權而發行之股份）30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價；及(iii)本公司股份之面值每股10港仙，三者以較高者為準。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 16 SHARE OPTIONS (Cont'd)

Details of movement of share options under the share option scheme during the year ended 31 March 2010 were:

### 16 購股權 (續)

新購股權計劃之購股權於截至二零一零年三月三十一日止年度之變動詳情：

Date of grant	Exercise period	Vesting period	Exercise price	Beginning of year	Number of shares			End of year
					Granted during the year	Exercised during the year	Lapsed/cancelled during the year	
授出日期	行使期限	授予期限	行使價格	年初	本年度已授許	本年度已行使	失效或取消於本年度	年底
			HK\$ 港元	'000 千	'000 千	'000 千	'000 千	'000 千
5 March 2010 二零一零年 三月五日	1 December 2010 to 4 March 2020 二零一零年 十二月一日至 二零二零年 三月四日	5 March 2010 to 1 December 2010 二零一零年 三月五日至 二零一零年 十二月一日	0.55	-	9,515	-	-	9,515
5 March 2010 二零一零年 三月五日	1 July 2011 to 4 March 2020 二零一一年 七月一日至 二零二零年 三月四日	5 March 2010 to 1 July 2011 二零一零年 三月五日至 二零一一年 七月一日	0.55	-	8,865	-	-	8,865
5 March 2010 二零一零年 三月五日	1 July 2012 to 4 March 2020 二零一二年 七月一日至 二零二零年 三月四日	5 March 2010 to 1 July 2012 二零一零年 三月五日至 二零一二年 七月一日	0.55	-	11,820	-	-	11,820
				-	30,200	-	-	30,200

Note:

The vesting of the share options is subject to the performance of the Group.

附註：

購股權之可行使權乃根據本集團之業績表現。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 16 SHARE OPTIONS (Cont'd)

The fair value of the share options granted during the year was estimated at the grant date by using the Hull White Trinomial model, after taking into account the terms and conditions upon which the options were granted. The significant assumptions and inputs used in the valuation model are as follows:

Option value	HK\$0.223 to HK\$0.244
Market price at the grant date	HK\$0.55
Exercisable price	HK\$0.55
Risk-free interest rate	2.68%
Expected volatility	50.73%
Expected dividend per share	2.78%

Hull White Trinomial model is subject to certain fundamental limitations because of the subjective nature of and uncertainty relating to the assumptions and inputs to the model as well as certain inherent limitations of the model itself. Any changes in the above assumptions or inputs may materially affect the fair value estimation.

The fair value of the 30,200,000 share options granted on 5 March 2010, amounting to approximately HK\$7,006,000 is to be recognised as employee benefit expense of the Group according to the vesting conditions. An amount of approximately HK\$419,000 was recognised in the consolidated income statement for the year ended 31 March 2010.

#### 16 購股權 (續)

以Hull White Trinomial model估計於該授予日期之年內授出之購股權之公平價值，均考慮到這些已授出購股權之條款及條件。在重大假設及投入使用之估值模式如下：

股權價值	0.223港元至0.244港元
於授出日之市場價值	0.55港元
行使價格	0.55港元
無風險利率	2.68%
預期波幅	50.73%
預期每股股息	2.78%

Hull White Trinomial model是受某些基本之限制，因主觀之性質及不確定性有關之假設及投入模式，以及一些固有之模式本身之局限性。如上述假設或投入有任何變化，可能對公平值估計有重大影響。

於二零一零年三月五日授出30,200,000股購股權之公平值，金額約為7,006,000港元，並已根據授予條件被確認為本集團之僱員福利支出。於截至二零一零年三月三十一日止年度之綜合損益表已確認之金額約419,000港元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 17 OTHER RESERVES

##### (a) Group

#### 17 其他儲備

##### (a) 本集團

		Share premium	Capital reserve	Capital redemption reserve	Share-based compensation reserve	Translation reserve	Total
		股份溢價	資本儲備	資本贖回 儲備	以股權支付 之酬金儲備	換算儲備	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2008	二零零八年四月一日之結餘	193,014	5,900	449	12,963	–	212,326
Employee share option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務之價值	–	–	–	337	–	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效而 轉至保留溢利	–	–	–	(13,300)	–	(13,300)
Repurchase of share	股份回購	–	–	10	–	–	10
Effect of foreign exchange rate change	外幣匯率變動之影響	–	–	–	–	375	375
Balance as at 31 March 2009	二零零九年三月三十一日 之結餘	193,014	5,900	459	–	375	199,748
Balance at 1 April 2009	二零零九年四月一日之結餘	193,014	5,900	459	–	375	199,748
Employee share option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務之價值	–	–	–	419	–	419
Effect of foreign exchange rate change	外幣匯率變動之影響	–	–	–	–	(355)	(355)
Balance as at 31 March 2010	二零一零年三月三十一日 之結餘	193,014	5,900	459	419	20	199,812

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 17 OTHER RESERVES (Cont'd)

#### (b) Company

### 17 其他儲備 (續)

#### (b) 本公司

		Share premium	Capital redemption reserve	Contributed surplus	Share-based compensation reserve	Total
		股份溢價 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	以股權支付 之酬金儲備 HK\$'000 千港元	合共 HK\$'000 千港元
Balance at 1 April 2008	二零零八年四月一日之結餘	193,014	449	193,185	12,963	399,611
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	–	–	–	337	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效而 轉至保留溢利	–	–	–	(13,300)	(13,300)
Repurchase of share	股份回購	–	10	–	–	10
Balance as at 31 March 2009	二零零九年三月三十一日 之結餘	193,014	459	193,185	–	386,658
Balance at 1 April 2009	二零零九年四月一日之結餘	193,014	459	193,185	–	386,658
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	–	–	–	419	419
Balance as at 31 March 2010	二零一零年三月三十一日 之結餘	193,014	459	193,185	419	387,077

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders, subject to the condition that the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

根據百慕達一九八一年公司法案(如已修訂), 繳入盈餘可供分派予股東, 但如果支付股息後 (i) 本公司不能支付到期負債, 或(ii) 其資產之可變現價值將會因而少於其債項及其已發行股本以及股份溢價之合計總額, 則本公司不可宣佈、支付或分派, 或從繳入盈餘作出分派。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 18 TRADE AND OTHER PAYABLES

#### 18 貿易及其他應付帳款

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade payables	貿易應付帳款				
0 to 90 days	0至90日	<b>371,913</b>	283,603	–	–
91 to 180 days	91至180日	<b>26,523</b>	12,903	–	–
181 to 360 days	181至360日	<b>2,213</b>	376	–	–
Over 360 days	360日以上	<b>4,494</b>	1,714	–	–
		<b>405,143</b>	298,596	–	–
Accrual for rental expenses	租金之預提	<b>23,455</b>	17,235	–	–
Accrual for purchase of fixed assets	購買固定資產之預提	<b>28,654</b>	46,243	–	–
Salaries and staff welfare payable	應付薪金及員工福利	<b>40,669</b>	25,888	–	–
Others	其他	<b>94,362</b>	111,099	<b>2,720</b>	2,106
		<b>187,140</b>	200,465	<b>2,720</b>	2,106
		<b>592,283</b>	499,061	<b>2,720</b>	2,106

The fair values of the Group's trade payables approximate their carrying value.

本集團之貿易應付帳款之公平價值與其帳面價值相近。

The carrying amounts of the Group's trade payables are denominated in the following currencies:

本集團之貿易應付帳款之帳面值以下列貨幣為單位：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
HK dollar	港元	<b>86,570</b>	62,879
US dollar	美元	<b>273,829</b>	182,585
Renminbi	人民幣	<b>40,267</b>	51,200
Euro	歐羅	<b>1,220</b>	1,206
Japanese Yen	日元	<b>3,156</b>	550
Others	其他	<b>101</b>	176
		<b>405,143</b>	298,596

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 18 TRADE AND OTHER PAYABLES (Cont'd)

The carrying amounts of the Group's accruals and other payables are denominated in the following currencies:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
HK dollar	港元	39,728	40,693
US dollar	美元	33,546	22,663
Renminbi	人民幣	113,866	137,109
		<b>187,140</b>	200,465

### 18 貿易及其他應付帳款 (續)

本集團之應計費用及其他應付帳款之帳面價值以下列貨幣為單位：

### 19 BORROWINGS – GROUP

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Non-current	非流動		
Long-term bank borrowings	長期銀行借貸	76,300	118,700
Current	流動		
Trust receipt loans	信託收據貸款	41,130	91,935
Short-term bank borrowings	短期銀行借貸	211,200	325,300
Current portion of long-term bank borrowings	長期銀行借貸之即期部份	59,200	70,000
		<b>311,530</b>	487,235
Total borrowings	借貸總額	<b>387,830</b>	605,935

### 19 借貸 – 本集團

(a) The maturity of the Group's borrowings is as follows:

(a) 本集團借貸之到期日如下：

		Long-term bank borrowings 長期銀行借貸		Short-term bank borrowings 短期銀行借貸		Trust receipt loans 信託收據貸款	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 1 year	一年內	59,200	70,000	211,200	325,300	41,130	91,935
Between 1 and 2 years	一年至兩年	44,800	55,000	-	-	-	-
Between 2 and 5 years	兩年至五年	31,500	63,700	-	-	-	-
Wholly repayable within 5 years	於五年內全數償還	<b>135,500</b>	188,700	<b>211,200</b>	325,300	<b>41,130</b>	91,935

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 19 BORROWINGS – GROUP (Cont'd)

(b) The average effective interest rates of the Group's bank borrowings at the balance sheet date are as follows:

		2010 二零一零年	2009 二零零九年
Long-term bank borrowings, at floating rate	長期銀行借貸，浮息率	<b>1.62%</b>	1.59%
Short-term bank borrowings, at floating rate	短期銀行借貸，浮息率	<b>1.41%</b>	1.70%
Trust receipt loans	信託收據貸款	<b>1.29%</b>	2.08%

(c) The carrying amounts of the borrowings approximate their fair values and are denominated in HK dollar.

### 20 DEFERRED TAXATION – GROUP

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 16.5% (2009: 16.5%).

The deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	<b>(1,692)</b>	(349)
Deferred tax liabilities	遞延稅項負債	<b>4,742</b>	6,880
		<b>3,050</b>	6,531

As at 31 March 2010, the Group had unprovided deferred tax assets of approximately HK\$6,721,000 (2009: HK\$8,741,000) representing the tax effect of cumulative tax losses which can be carried forward against future taxable income.

Unprovided deferred tax assets of approximately HK\$4,781,000 (2009: HK\$8,741,000) representing tax losses which can be carried forward indefinitely (subject to agreement by relevant tax authorities). The remaining balances representing tax losses which will fully expire in a five-year period.

### 19 借貸 – 本集團 (續)

(b) 本集團於結算日之銀行借貸平均實際利率如下：

		2010 二零一零年	2009 二零零九年
Long-term bank borrowings, at floating rate	長期銀行借貸，浮息率	<b>1.62%</b>	1.59%
Short-term bank borrowings, at floating rate	短期銀行借貸，浮息率	<b>1.41%</b>	1.70%
Trust receipt loans	信託收據貸款	<b>1.29%</b>	2.08%

(c) 借貸之帳面金額與其公平價值相近及以港元為單位。

### 20 遞延稅項 – 本集團

遞延稅項採用負債法就暫時差異按主要稅率 16.5% (二零零九年：16.5%) 作全數準備。

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列帳：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	<b>(1,692)</b>	(349)
Deferred tax liabilities	遞延稅項負債	<b>4,742</b>	6,880
		<b>3,050</b>	6,531

於二零一零年三月三十一日，本集團仍未作遞延稅項之準備資產約6,721,000港元(二零零九年：8,741,000港元)，代表累計稅項虧損之稅務影響，該金額可結轉以抵銷未來應課收入。

對未來應課稅盈利實現的未作遞延稅項之準備資產約4,781,000港元(二零零九年：8,741,000港元)，代表累計稅項虧損之稅務影響(須受有關稅務機關同意)，此等稅務虧損可無限期中結轉。餘下的稅項虧損將於五年內屆滿。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 20 DEFERRED TAXATION – GROUP (Cont'd)

The movement of the deferred tax assets and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

#### Deferred tax liabilities

		Accelerated depreciation and total 加速折舊及總額 HK\$'000 千港元
As at 31 March 2008	二零零八年三月三十一日	8,753
Credited to income statement	在損益表計入	(1,235)
As at 31 March 2009	二零零九年三月三十一日	7,518
Charged to income statement	在損益表扣除	679
As at 31 March 2010	二零一零年三月三十一日	8,197

#### Deferred tax assets

		遞延稅項資產		
		Tax losses 稅損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 31 March 2008	二零零八年三月三十一日	–	(387)	(387)
(Credited)/charged to the income statement	在損益表(計入)/扣除	(638)	38	(600)
As at 31 March 2009	二零零九年三月三十一日	(638)	(349)	(987)
Credited to the income statement	在損益表計入	(4,066)	(94)	(4,160)
As at 31 March 2010	二零一零年三月三十一日	<b>(4,704)</b>	<b>(443)</b>	<b>(5,147)</b>

A summary of deferred tax (assets) and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

### 20 遞延稅項 – 本集團 (續)

同一徵稅地區之結餘互相抵銷前，遞延稅項資產及負債之變動如下：

#### 遞延稅項負債

		Accelerated depreciation and total 加速折舊及總額 HK\$'000 千港元
As at 31 March 2008	二零零八年三月三十一日	8,753
Credited to income statement	在損益表計入	(1,235)
As at 31 March 2009	二零零九年三月三十一日	7,518
Charged to income statement	在損益表扣除	679
As at 31 March 2010	二零一零年三月三十一日	8,197

#### 遞延稅項資產

		遞延稅項資產		
		Tax losses 稅損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 31 March 2008	二零零八年三月三十一日	–	(387)	(387)
(Credited)/charged to the income statement	在損益表(計入)/扣除	(638)	38	(600)
As at 31 March 2009	二零零九年三月三十一日	(638)	(349)	(987)
Credited to the income statement	在損益表計入	(4,066)	(94)	(4,160)
As at 31 March 2010	二零一零年三月三十一日	<b>(4,704)</b>	<b>(443)</b>	<b>(5,147)</b>

同一徵稅地區之結餘互相抵銷前，遞延稅項(資產)及負債之概要如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(5,147)	(987)
Deferred tax liabilities	遞延稅項負債	8,197	7,518
		3,050	6,531

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 21 RETIREMENT BENEFITS OBLIGATIONS – GROUP

#### (a) Defined contribution plans

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. Both the Group’s and the employees’ contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 10% (2009: 10%) of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year, the aggregate amount of the Group’s contributions to the aforementioned pension schemes was approximately HK\$3,729,000 (2009: HK\$3,696,000).

#### (b) Provision for long service payments

Provision for long service payments represents the Group’s obligations for long service payments to its employees in Hong Kong on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group’s retirement plans that are attributable to contributions made by the Group. Such long service payment obligations are valued by Mercer Human Resource Consulting Ltd, an independent qualified actuary valuer.

### 21 退休福利責任 – 本集團

#### (a) 界定供款計劃

本集團已安排香港僱員參與強制性公積金計劃（「強積金計劃」）。強積金計劃屬於定額供款計劃，由獨立授託人管理。根據強積金計劃，本集團及僱員每月均按有關僱員之盈利（定義見強制性公積金法例）5%對該計劃作出供款。僱主與僱員之每月供款以1,000港元為上限，其後之供款則屬自願性質。

根據中國法律規定，本集團須向為中國僱員而設置之國家資助退休計劃作出供款。本集團須就其中國僱員基本薪金約10%（二零零九年：10%）作出供款，而對其任何實際退休金支出或退休後福利則毋須作出任何承擔。退休僱員之所有退休金支出一概由國家資助之退休計劃承擔。

於本年度內本集團就上述退休計劃作出之供款約為3,729,000港元（二零零九年：3,696,000港元）。

#### (b) 長期服務金準備

長期服務金準備為本集團根據香港《僱傭條例》在若干情況下終止聘用僱員而支付之長期服務金所衍生之責任。

該責任額是以預計單位信貸法計算，並會計算貼現值及扣除本集團退休計劃下本集團供款所佔之應計權益。該長期服務金責任由獨立合資格精算師美世人力資源顧問有限公司估值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 21 RETIREMENT BENEFITS OBLIGATIONS – GROUP (Cont'd)

#### (b) Provision for long service payments (Cont'd)

The amounts recognised in the consolidated balance sheet are determined as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Present value of unfunded obligations and liability in the consolidated balance sheet	在綜合資產負債表內 未注資責任及負債之現值	<b>8,264</b>	12,929

The amounts recognised in the consolidated income statement are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest cost	利息成本	<b>664</b>	522
Net actuarial (gains)/losses recognised	已確認之精算(收益)/虧損 淨額	<b>(5,329)</b>	2,672
Total, included in employee benefit expenses (Note 24)	合計(列於僱員福利 支出內)(附註24)	<b>(4,665)</b>	3,194

The above (credit)/charges were included in general and administrative expenses.

### 21 退休福利責任 – 本集團 (續)

#### (b) 長期服務金準備 (續)

在綜合資產負債表確認之金額按下列方式釐定：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Present value of unfunded obligations and liability in the consolidated balance sheet	在綜合資產負債表內 未注資責任及負債之現值	<b>8,264</b>	12,929

在綜合損益表確認之金額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest cost	利息成本	<b>664</b>	522
Net actuarial (gains)/losses recognised	已確認之精算(收益)/虧損 淨額	<b>(5,329)</b>	2,672
Total, included in employee benefit expenses (Note 24)	合計(列於僱員福利 支出內)(附註24)	<b>(4,665)</b>	3,194

以上(計入)/支出包括在一般及行政費用內。

Movements of the provision for long service payments of the Group are as follows:

本集團長期服務金準備變動如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Beginning of the year	年初	<b>12,929</b>	9,793
(Reversal of provision)/provision for current year (Note 24)	本年度(準備之回撥)/準備 (附註24)	<b>(4,665)</b>	3,194
Payments made during the year	年內已付供款	–	(58)
End of the year	年底	<b>8,264</b>	12,929

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 21 RETIREMENT BENEFITS OBLIGATIONS – GROUP (Cont'd)

#### (b) Provision for long service payments (Cont'd)

The principal actuarial assumptions used were as follows:

		<b>2010</b> 二零一零年 <b>Per annum</b> 每年	2009 二零零九年 Per annum 每年
Discount rate	貼現率	<b>2.90%</b>	2.00%
Expected rate of future salary increases	未來薪酬之預期增長率	<b>3.00%</b>	1.00%

### 21 退休福利責任 – 本集團 (續)

#### (b) 長期服務金準備 (續)

採用之主要精算假設如下：

### 22 REVENUE

### 22 收入

		<b>2010</b> 二零一零年 <b>HK\$'000</b> 千港元	2009 二零零九年 HK\$'000 千港元
Turnover	營業額		
Sales of merchandise from	銷售		
– Metal and plastic business	– 五金塑膠業務	<b>836,881</b>	1,256,928
– Electronic manufacturing services business	– 電子專業代工業務	<b>1,403,883</b>	1,203,650
		<b>2,240,764</b>	2,460,578
Other gains	其他收益		
Rental income	租金收入	<b>3,220</b>	3,348
Management fee income	管理費收入	<b>1,188</b>	–
		<b>4,408</b>	3,348
Total revenue	收入總額	<b>2,245,172</b>	2,463,926

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 23 EXPENSES BY NATURE

#### 23 按性質分類之費用

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cost of inventories	存貨成本	1,724,786	1,912,962
Depreciation of property, plant and equipment (Note 7)	物業、廠房及設備之折舊(附註7)	47,020	56,294
Amortisation of leasehold land and land use rights (Note 6)	租賃土地及土地使用權之攤銷(附註6)	1,248	1,177
Employee benefit expenses (including directors' emoluments) (Note 24)	僱員福利支出(包括董事酬金)(附註24)	252,276	255,097
Operating lease rental of premises	物業之經營租賃租金	13,082	15,760
Net exchange loss/(gain)	匯兌虧損/(收益)淨額	877	(650)
Auditor's remuneration	核數師酬金	1,580	1,700
Provision for impairment of trade and other receivables (Note 11)	貿易及其他應收帳款減值準備(附註11)	-	728
Provision/(write-back of provision) for obsolete and slow-moving inventories (Note 12)	陳舊及滯銷存貨準備/(準備之回撥)(附註12)	3,667	(1,805)
Net (gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損淨額	(658)	772
Gain on disposal of leasehold land and land use rights	出售租賃土地及土地使用權之收益	(845)	-
Other expenses	其他開支	190,100	195,535
		<b>2,233,133</b>	<b>2,437,570</b>
Representing:	代表：		
Cost of sales	銷售成本	2,093,154	2,286,474
Distribution and selling expenses	分銷及銷售費用	27,276	30,709
General and administrative expenses	一般及行政費用	112,703	120,387
		<b>2,233,133</b>	<b>2,437,570</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 24 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS’ EMOLUMENTS

(a) Employee benefit expenses during the year are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Wages and salaries	薪酬及工資	252,793	247,870
Pension costs – defined contribution plans	退休成本 – 界定供款計劃	3,729	3,696
(Reversal of provision)/provision for long service payment (Note 21)	長期服務金(準備之回撥)/準備(附註21)	(4,665)	3,194
Share option expenses for options granted to directors and employees	授予董事及僱員購股權之費用	419	337
		<b>252,276</b>	255,097

#### (b) Directors and senior management

The remuneration of each Director for the year ended 31 March 2010 is set out below:

Name of Director 董事名稱	Fees 袍金 HK\$'000 千港元	Salary <sup>1</sup> 薪金 <sup>1</sup> HK\$'000 千港元	Discretionary bonuses 酌情發放之花紅 HK\$'000 千港元	Employer's contribution	Total 合共 HK\$'000 千港元
				to pension scheme 僱主退休金計劃之供款 HK\$'000 千港元	
<i>Executive director</i> 執行董事					
Mr. Ho Cheuk Fai	–	4,436	370	12	4,818
Mr. Kwok Wing Kin, Francis	–	922	324	12	1,258
Mr. Lee Shu Ki	–	841	208	12	1,061
<i>Non-executive director</i> 非執行董事					
Mr. Ho Cheuk Ming	266	22	–	–	288
<i>Independent non-executive director</i> 獨立非執行董事					
Mr. So Wai Chun	95	–	–	–	95
Mr. Chan Shui Sum, Raymond	95	–	–	–	95
Mr. Fong Hoi Shing	57	–	–	–	57

#### 24 僱員福利支出 – 包括董事酬金

(a) 本年度僱員福利支出如下：

#### (b) 董事及高級管理人員

截至二零一零年三月三十一日止各董事之酬金列表如下：



## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 24 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS’ EMOLUMENTS (Cont’d)

#### (b) Directors and senior management (Cont’d)

The remuneration of each Director for the year ended 31 March 2009 is set out below:

Name of Director	Fees	Salary <sup>1</sup>	Discretionary bonuses	Employer’s contribution to pension scheme	Total
董事名稱	袍金	薪金 <sup>1</sup>	酌情發放 之花紅	僱主退休金 計劃之供款	合共
	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元
<i>Executive director</i> 執行董事					
Mr. Ho Cheuk Fai	–	4,687	398	12	5,097
Mr. Kwok Wing Kin, Francis	–	936	397	12	1,345
Mr. Lee Shu Ki	–	868	252	12	1,132
<i>Non-executive director</i> 非執行董事					
Mr. Ho Cheuk Ming	438	–	–	–	438
<i>Independent non-executive director</i> 獨立非執行董事					
Mr. So Wai Chun	99	–	–	–	99
Mr. Chan Shui Sum, Raymond	99	–	–	–	99
Mr. Fong Hoi Shing	59	–	–	–	59

<sup>1</sup> Included fair value of share options charged to the consolidated income statement during the year.

No directors waived any emoluments during the year (2009: Nil). No incentive payment for joining the Group or compensation for loss of office was paid/payable to any director during the year (2009: Nil).

### 24 僱員福利支出 – 包括董事酬金 (續)

#### (b) 董事及高級管理人員 (續)

截至二零零九年三月三十一日止各董事之酬金列表如下：

Name of Director	Fees	Salary <sup>1</sup>	Discretionary bonuses	Employer’s contribution to pension scheme	Total
董事名稱	袍金	薪金 <sup>1</sup>	酌情發放 之花紅	僱主退休金 計劃之供款	合共
	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元	HK\$’000 千港元
<i>Executive director</i> 執行董事					
Mr. Ho Cheuk Fai	–	4,687	398	12	5,097
Mr. Kwok Wing Kin, Francis	–	936	397	12	1,345
Mr. Lee Shu Ki	–	868	252	12	1,132
<i>Non-executive director</i> 非執行董事					
Mr. Ho Cheuk Ming	438	–	–	–	438
<i>Independent non-executive director</i> 獨立非執行董事					
Mr. So Wai Chun	99	–	–	–	99
Mr. Chan Shui Sum, Raymond	99	–	–	–	99
Mr. Fong Hoi Shing	59	–	–	–	59

<sup>1</sup> 包括本年度內在綜合損益表扣除之購股權公平值。

本年度無董事放棄酬金(二零零九年：無)，亦無已付或應付款項給予任何董事以吸引其加盟本集團或失去職位之補償(二零零九年：無)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 24 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS (Cont'd)

##### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2009: three) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2009: two) individuals during the year are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Basic salaries and allowances <sup>1</sup>	基本薪金及津貼 <sup>1</sup>	1,731	1,803
Discretionary bonus	酌情發放之花紅	117	101
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	24	24
		<b>1,872</b>	<b>1,928</b>

The emoluments fell within the following band:

		2010 二零一零年	2009 二零零九年
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2	2

<sup>1</sup> Included the amounts of share-based compensation, which are determined based on the fair value of the share options granted to the relevant employees at the date of grant and recognised over the vesting period.

No emolument was paid to the five highest paid individuals (including Directors and other employees) as compensation for loss of office during the year (2009: Nil).

#### 25 FINANCE INCOME AND COSTS

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Finance costs	財務成本		
– Interest expenses on bank borrowings wholly repayable within five years	– 於五年內全數償還之銀行借貸利息支出	5,392	12,888
Finance income	財務收入		
– Interest income from bank deposits	– 銀行利息收入	(3,312)	(10,071)
Net finance costs	財務成本淨額	<b>2,080</b>	<b>2,817</b>

#### 24 僱員福利支出 – 包括董事酬金 (續)

##### (c) 五名最高薪酬人士

本年度集團內五名最高薪酬人士包括三名(二零零九年: 三名)董事, 其酬金已載於上文分析。於本年內其餘二名(二零零九年: 二名)最高薪酬人士之應付酬金如下:

該等酬金在下列組合範圍內:

		2010 二零一零年	2009 二零零九年
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2	2

<sup>1</sup> 這金額包括以股份為基礎之補償, 該補償根據授予有關僱員購股權時之公平值釐定及在歸屬期內入帳。

本年度五名最高薪人士(包括董事及其他職員)並無獲付任何酬金作為失去職位之補償(二零零九年: 無)。

#### 25 財務收入及成本

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 26 INCOME TAX (CREDIT)/EXPENSE

The Company is a company incorporated in Bermuda but exempted from Bermuda taxation until 2016. Hong Kong profits tax has been provided at the rate of 16.5% (2009: 16.5%) on the estimated assessable profit for the year for all group companies incorporated in Hong Kong.

The amount of taxation (credited)/charged to the consolidated income statement represents:

#### 26 所得稅(計入)/支出

本公司乃於百慕達成立之公司，獲豁免繳交百慕達稅項至二零一六年。所有成立於香港之本集團之公司乃根據本年之估計應課稅溢利按16.5% (二零零九年：16.5%)之稅率計提香港利得稅準備。

在綜合損益表(計入)/支銷之稅項如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current taxation: Hong Kong profits tax	現行稅項：香港利得稅		
– current year	– 本年度	2,960	4,999
– (over)/under-provision in prior years	– 往年之(超額)/不足準備	(1,312)	143
Deferred taxation (Note 20)	遞延稅項(附註20)	(3,481)	(1,835)
Income tax (credit)/expense	所得稅(計入)/支出	(1,833)	3,307

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate in Hong Kong, the Group's home country, as follows:

本集團有關除稅前溢利之稅項與假若採用香港之利得稅率(本集團之本土國家)而計算之理論稅額之差額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before taxation	除稅前溢利	7,277	23,740
Calculated at a taxation rate of 16.5% (2009: 16.5%)	按稅率16.5% (二零零九年：16.5%) 計算	1,201	3,917
Effect of different taxation rate in other countries	在其他國家稅率差異之影響	(1,000)	–
Income not subject to taxation	無須課稅之收入	(11,249)	(15,909)
Expenses not deductible for taxation purposes	不可扣稅之支出	8,674	10,556
(Over)/under-provision in prior years	往年之(超額)/不足準備	(1,312)	410
Utilisation of previously unrecognised tax losses	使用往年未確認稅務虧損	(2,717)	–
Tax losses for which no deferred income tax asset was recognised	未確認之遞延所得稅之稅項虧損	4,570	4,417
Effect of change in tax rate on deferred income tax	遞延所得稅稅率變動之影響	–	(84)
Income tax (credit)/expense	稅項(計入)/支出	(1,833)	3,307

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 27 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$7,025,000 (2009: loss of HK\$1,550,000).

#### 28 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		2010 二零一零年	2009 二零零九年
Profit attributable to equity holders of the Company (in HK\$'000)	本公司權益持有人應佔溢利 (千港元計)	12,497	22,081
Weighted average number of ordinary shares in issue (in thousand shares)	已發行普通股之 加權平均數(千股計)	577,098	577,150
Basic earnings per share (HK cents per share)	每股基本溢利 (每股以港仙計)	2.2	3.8

There was no dilutive effect of the outstanding share options on earnings per share for both the years ended 31 March 2009 and 2010 since all outstanding share options were anti-dilutive.

#### 29 DIVIDENDS

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interim dividend, declared, of Nil (2009: Nil) per ordinary share	宣派中期股息 — 每普通股無 (二零零九年：無)	—	—
Final dividend, proposed, of HK1 cent (2009: HK1.5 cents) per ordinary share	擬派末期股息 — 每普通股 1港仙(二零零九年： 1.5港仙)	5,771	8,657
		5,771	8,657

#### 27 本公司權益持有人應佔溢利

本公司權益持有人應佔溢利約7,025,000港元(二零零九年：虧損1,550,000港元)於本公司之財務報表處理。

#### 28 每股溢利

每股基本溢利乃根據本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數計算。

由於所有未行使之購股權皆反攤薄性，故對截至二零零九年三月三十一日止及截至二零一零年三月三十一日止年度之每股溢利沒有攤薄之影響。

#### 29 股息

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 30 COMMITMENTS AND CONTINGENT LIABILITIES

The Group and the Company had the following significant commitments and contingent liabilities which were not provided for in the consolidated financial statements:

#### (a) Capital commitments

The Group had the following authorised and contracted capital commitments:

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Construction of factory premises in Mainland China	於中國興建廠房樓宇	-	30,392	-	-
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>6,815</b>	2,507	-	-
		<b>6,815</b>	32,899	-	-

#### (b) Operating lease commitments

The Group had lease commitments in respect of land and buildings under various non-cancellable operating lease agreements extending to October 2055. The total commitments payable are analysed as follows:

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Amounts payable	應付金額				
Not later than one year	不超過一年	<b>9,147</b>	7,748	-	-
Later than one year and not later than five years	超過一年及不超過五年	<b>26,335</b>	26,475	-	-
More than five years	超過五年	<b>256,749</b>	263,709	-	-
		<b>292,231</b>	297,932	-	-

### 30 承擔及或然負債

本集團及本公司有以下未有在本財務報表上計提準備之重要承擔及或然負債：

#### (a) 資本承擔

本集團有以下已授權及簽約之資本承擔：

#### (b) 經營租賃承擔

本集團有多項期限至二零五五年十月有關不可撤銷之房地產租賃之經營租賃協議。總應付承擔分析如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 30 COMMITMENTS AND CONTINGENT LIABILITIES (Cont'd)

#### (b) Operating lease commitments (Cont'd)

The Group had future minimum lease rental receivable under non-cancellable operating leases as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Not later than one year	不超過一年	783	588
Later than one year but not later than five years	超過一年及不超過五年	1,595	2,087
		<b>2,378</b>	<b>2,675</b>

#### (c) Guarantees

As at 31 March 2010, the Company has given guarantees totalling approximately HK\$1,229,790,000 (2009: HK\$1,210,674,000) to financial institutions in connection with the banking facilities granted to its subsidiaries. Such banking facilities utilised as at 31 March 2010 amounted to HK\$387,830,000 (2009: HK\$418,490,000).

### 31 BANKING FACILITIES

As at 31 March 2010, the Group's banking facilities were secured by corporate guarantees provided by the Company and certain of its subsidiaries.

### 30 承擔及或然負債 (續)

#### (b) 經營租賃承擔 (續)

本集團未來之不可撤銷之經營租賃之最低應收租賃收款如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Not later than one year	不超過一年	783	588
Later than one year but not later than five years	超過一年及不超過五年	1,595	2,087
		<b>2,378</b>	<b>2,675</b>

#### (c) 擔保

於二零一零年三月三十一日，本公司給予財務機構有關提供銀行融資予其他附屬公司之總擔保金額為1,229,790,000港元(二零零九年：1,210,674,000港元)。於二零一零年三月三十一日，已使用之銀行融資為387,830,000港元(二零零九年：418,490,000港元)。

### 31 銀行融資

於二零一零年三月三十一日，本集團銀行融資以本公司及若干附屬公司之公司擔保作抵押。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 32 RELATED PARTY TRANSACTIONS

Related party is a party that is related to the Group if directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group (including the Company or its wholly or non-wholly owned subsidiaries); or the party has an interest in the Group that gives it significant influence over the Group; or the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual who is a member of the key management personnel of the Group.

##### (a) Transactions with related parties

#### 32 關連人士交易

關連人士為一人士直接或間接透過一個或多個中間人士，控制本集團，被本集團（包括本公司或其全資或非全資之附屬公司）控制或與本集團受共同控制之人士；或該人擁有本集團之權益，而該權益給予其對本集團行駛重大影響力；或該人士為一被任何本集團能行駛重大投票權之主要管理人員直接或間接控制、共同控制或行駛重大影響力之個體。

##### (a) 與關連人士之交易

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Sales of goods and services:	銷售貨物及服務：		
Sales of raw materials to an associated company	銷售予聯營公司物料	798	-
Purchase of goods and services:	購買貨物及服務：		
Purchase of raw materials from an associated company	向聯營公司購買物料	1,287	3,018
Others:	其他：		
Rental income from an associated company	向聯營公司收取租金收入	1,188	-
Management service fee income from an associated company	向聯營公司收取管理費收入	1,188	-
Rental charged by a related company	支付租金予關連公司	1,594	1,594
Consultancy service fee charged by an associated company	支付顧問費用予聯營公司	-	642

In the opinion of the directors, the above related party transactions were carried out in the normal course of business of the Group and on terms as agreed with the related companies.

根據董事之意見，以上關連交易是按照本集團日常之業務及與關連公司協定之條款而進行。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

### 32 RELATED PARTY TRANSACTIONS (Cont'd)

#### (b) Balance with related parties

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Amount due to an associated company	應付聯營公司帳款	305	211
Amount due from an associated company	應收聯營公司帳款	10,226	–

#### (c) Key management compensation

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Wages, salaries, allowances and bonuses	薪酬、工資、津貼及花紅	14,984	13,632
Pension costs – defined contribution plan	退休成本 – 界定供款計劃	165	142
		<b>15,149</b>	<b>13,774</b>

#### (d) Ultimate controlling party

The directors regard New Sense Enterprises Limited, which owns 42.25% in the Company's shares, to be the ultimate controlling party of the Company. Mr. Ho Cheuk Fai, Ms. Ho Po Chu, their children under 18 and Mr. Ho Cheuk Ming are the beneficial owner of the New Sense Enterprises Limited.

### 32 關連人士交易 (續)

#### (b) 與關連人士之結餘

#### (c) 主要管理層酬金

#### (d) 最終控制人士

董事認為New Sense Enterprises Limited，持有本公司42.25%股份，並擁有公司之最終控制權。何焯輝先生，何寶珠女士，他們18歲以下之子女及何卓明先生為New Sense Enterprises Limited之受益人。

## Ten-Year Financial Summary 十年財務摘要

The results of the Group for the last ten financial years ended 31 March 2010 and the assets and liabilities of the Group as at 31 March 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009 and 2010 are as follows:

本集團截至二零一零年三月三十一日止十個財政年度之業績，及於二零零一年、二零零二年、二零零三年、二零零四年、二零零五年、二零零六年、二零零七年、二零零八年、二零零九年和二零一零年三月三十一日之資產及負債如下：

### RESULTS

### 業績

		Year ended 31 March 截至三月三十一日止年度									
		2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
		二零一零年	二零零九年	二零零八年	二零零七年	二零零六年	二零零五年	二零零四年	二零零三年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
							(Restated) (重列)				
Revenue	收入	2,245,172	2,463,926	2,802,974	3,328,097	3,597,242	2,571,537	1,697,925	1,743,768	1,162,395	898,322
Operating profit	經營溢利	12,039	26,356	26,870	150,394	218,540	174,766	104,907	140,374	90,587	43,556
Finance income	財務收入	3,312	10,071	14,853	11,104	10,127	3,964	1,620	3,101	4,095	2,857
Finance costs	財務成本	(5,392)	(12,888)	(20,071)	(23,764)	(24,531)	(8,720)	(6,145)	(10,401)	(9,244)	(15,981)
Share of (loss)/profit of associated companies	應佔聯營公司溢利/(虧損)	(2,682)	201	-	-	-	(10,234)	(1,766)	-	-	-
Profit before taxation	除稅前溢利	7,277	23,740	21,652	137,734	204,136	159,776	98,616	133,074	85,438	30,432
Taxation	稅項	1,833	(3,307)	(8,504)	(12,806)	(17,757)	(13,203)	(8,176)	(13,266)	(7,068)	(4,064)
Profit for the year	本年度溢利	9,110	20,433	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368
Profit attributable to Equity holders of the company	本公司股權持有人應佔溢利	12,497	22,081	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368
Minority interest	少數股東權益	(3,387)	(1,648)	-	-	-	-	-	-	-	-
		9,110	20,433	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368

The Group adopted the new/revised standards and interpretations of Hong Kong Financial Reporting Standards for the year ended 31 March 2006. Figures as at and for the year ended 31 March 2005 have been restated as required. Figures as at and for each of the previous years ended have not been adjusted as it is not practicable to restate earlier years for comparison purposes.

本集團截至二零零六年三月三十一日止之年結已採納新增／經修訂香港財務報告準則，截至二零零五年三月三十一日止之數字已根據要求重列，於及截至以前每年年末之數字並無作出調整，因重列往年之數字以作比較並不可行。

# Ten-Year Financial Summary

## 十年財務摘要

### ASSETS AND LIABILITIES (CONSOLIDATED)

### 綜合資產負債

		Year ended 31 March 截至三月三十一日止年度									
		2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
		二零一零年	二零零九年	二零零八年	二零零七年	二零零六年	二零零五年	二零零四年	二零零三年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
							(Restated) (重列)				
<b>ASSETS</b>	<b>資產</b>										
Non-current assets	非流動資產	<b>579,007</b>	508,778	452,388	318,119	281,445	242,556	260,677	236,549	237,463	285,632
Current assets	流動資產	<b>1,160,777</b>	1,361,069	1,204,429	1,303,248	1,291,113	1,375,377	722,880	711,911	567,501	424,625
<b>Total assets</b>	<b>資產總值</b>	<b>1,739,784</b>	1,869,847	1,656,817	1,621,367	1,572,558	1,617,933	983,557	948,460	804,964	710,257
<b>EQUITY</b>	<b>權益</b>										
Share capital	股本	<b>57,710</b>	57,710	57,720	41,228	41,051	40,777	40,076	38,150	37,694	37,374
Reserves	儲備	<b>644,363</b>	640,459	617,697	514,970	485,147	375,154	334,963	326,168	309,709	319,103
		<b>702,073</b>	698,169	675,417	556,198	526,198	415,931	375,039	364,318	347,403	356,477
Minority interest	少數股東權益	<b>39,403</b>	43,026	424	424	424	424	424	424	424	424
		<b>741,476</b>	741,195	675,841	556,622	526,622	416,355	375,463	364,742	347,827	356,901
<b>LIABILITIES</b>	<b>負債</b>										
Non-current liabilities	非流動負債	<b>89,306</b>	138,509	207,246	104,464	164,478	106,744	75,324	35,972	44,064	37,778
Current liabilities	流動負債	<b>909,002</b>	990,143	773,730	960,281	881,458	1,094,834	532,770	547,746	413,073	315,578
<b>Total liabilities</b>	<b>負債總值</b>	<b>998,308</b>	1,128,652	980,976	1,064,745	1,045,936	1,201,578	608,094	583,718	457,137	353,356
<b>Total equity and liabilities</b>	<b>權益及負債總值</b>	<b>1,739,784</b>	1,869,847	1,656,817	1,621,367	1,572,558	1,617,933	983,577	948,460	804,964	710,257

The Group adopted the new/revised standards and interpretations of Hong Kong Financial Reporting Standards for the year ended 31 March 2006. Figures as at and for the year ended 31 March 2005 have been restated as required. Figures as at and for each of the previous years ended have not been adjusted as it is not practicable to restate earlier years for comparison purposes.

本集團截至二零零六年三月三十一日止之年結已採納新增／經修訂香港財務報告準則，截至二零零五年三月三十一日止之數字已根據要求重列，於及截至以前每年年末之數字並無作出調整，因重列往年之數字以作比較並不可行。

取景自婚紗城合家歡樂度假攝影城 • 東莞鳳崗鎮嘉輝路

